

**Minutes of Board of Directors Meeting
Society for the Preservation and Encouragement of
Barber Shop Quartet Singing in America, Incorporated
November 14, 2015**

Meeting called to order by President Don Fuson at 8:38 a.m. on November 14, 2015.

The following action was taken:

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

The following officers were present:

Officers

Society President Don Fuson
Society Executive Vice President Skipp Kropp
Society Immediate Past President Shannon Elswick
Society Treasurer Dwayne Cooper
Society Executive Secretary Marty Monson

Board Members

Ed Bittle
Gerry Borden
Doug Brown
Clarke Caldwell, Harmony Foundation President/CEO (non-voting member)
John Donehower
Dick Powell
John Santora

Society Staff

Erik Dove, CFO
Chip Gallent, Director of Operations
Erin Harris, Project Manager
Michele Niec, Executive Assistant/Office Manager

Guests

2016 Board Members-at-Large Elect
Matthew Mercier
Murray Phillips

Kevin Lynch, Strategic Planning Consultant

Meeting Appointments

President Fuson appointed:
Noah Funderburg as Parliamentarian
Chris Buechler as Assistant Parliamentarian
Dick Powell as Parking Lot Attendant
Dwayne Cooper as Keeper of the Keys
Ed Bittle as Governance Advocate
John Santora as Sergeant-At-Arms

Waiver of Notice Requirement

Motion made and passed to approve the addition of G&B documents and SCJC tiers document not received five days prior to this meeting.

Minutes

Motion made and passed to approve the October 18, 2015 Society Board meeting minutes as presented.

BUSINESS

Finance Committee Update

CFO Erik Dove reviewed the financial reporting of Finance Committee and CFO Report through September 2015. Review and discussion was held on the following:

- 2016 Budget Proposal
- BHS Board Income Statement (through the end of September)
- BHS Balance Sheet September 2015
- BHS Board 2016 Forecast

Motion made and passed to receive the Treasurer and CFO reports as presented.

CEO Report

Marty Monson, Erin Harris, and Chip Gallent gave a verbal report for the Board on the status of operations at headquarters. The report covered the following: 2016 projects, Society Only Membership, systems upgrades including Great Plains, 2015 project status update, project management direction, and BHS Marketplace.

The licensing of videos on YouTube was discussed. BHS COO Chip Gallent explained the process of posting, licenses, payments and rights. It was suggested this message be shared to the members.

Harmony Foundation International

Harmony Foundation CEO Clarke Caldwell reported on the demographics of donors and donor growth, and announced staff changes including the addition of Joy Carrigan as Principal Gift Officer, Elizabeth Wilde as Major Gift Officer, and Connie Harris as Director of Communications. Staff member KJ McAleesejergins is no longer with Harmony Foundation and the Foundation will be advertising for his replacement.

Mixed Harmony

Patty Leveille was invited to update the Society Board of Directors on the development of a Mixed Harmony Board in Virginia. Mrs. Leveille reported bylaws have been sent to Noah Funderburg for review, and most initial and tentative officer positions are filled.

2016 Business Plan

Erin Harris led a discussion based on questions obtained during the preliminary review of the 2016 Business Plan: Corporate Activities, Harmony University, Outreach, Membership, Marketplace, Events, Revenue and Expense Assumptions, Governance, and Priority Investments.

Motion made and passed to approve the 2016 Business Plan investments.

2016 Budget

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

APCC Charter

Discussion was held in regard to the approval of the proposed Pillars; Board approved the adoption of the Pillars which replace the former nomenclature of Aims.

Society Executive Vice President Skipp Kropp moved to change committee name to The Strategic Planning Committee.

Motion passed to approve the name change subject to revisions of appropriate documents.

Governance and Bylaws

Noah Funderburg presented the G&B report on behalf of the committee.

A revision to Article III of the Society Bylaws was recommended by G&B:

The motion to remove the word male from 3.01 failed

Additions to Article VI of the Society Bylaws were recommended by G&B:

The motion to allow non-member Board Members was withdrawn and tabled for further discussion.

The motion to recommend "advisory directors" was withdrawn.

Motion made and passed to approve final Chapter Bylaws document.

Motion made and passed to approve revisions to Standard District Bylaws.

DP Council Report

The DP Council reported the election of Steve Zorn, Land O' Lakes District, to Moderator

SCJC

Kevin Keller, Chair of the SCJC, connected via phone to present a brief history of education vs. certification and challenges at the Affiliate level. He noted the practice of participation certificate to end, but added there is a need to train international judges. The change is operational. Further discussion was postponed until the Midwinter Society Board Meeting.

Ethics Committee

Motion made and passed to approve revisions as presented to complaint procedure process.

CEO Evaluation Committee

Shannon Elswick, chair of the CEO Evaluation Committee recapped his committee's report. The committee will send the survey for Board input in December for an early January 2016 evaluation. The committee will present recommendations to the Board at the Midwinter executive session.

Parking Lot

Review of current parking lot items from previous meetings (update, close, continue):

- District financials twice per year – investigating software to support this requirement and provide metrics and analytics (per Erik Dove) – **Continued (update at 2016 Mid-Winter)**
- Executive Limitations Updates – realign financial reporting deadlines – **Continued (estimated to be closed in August – now Mid-Winter 2016)**
- Review of ASCAP/BMI negotiations – looking to negotiate more favorable contract terms similar to those in effect with SAI – **Continued** (November update – **now Mid-Winter 2016**)
- WEBEX and Basecamp Capacity – **Continued** (November update planned). - **Completed**
- Assess the need for additional orientation and training for chapters & districts required to file 990 Schedule O – **Finance Committee - continued**
- Investigate the implications of sending Donor Choice funds and other grants to chapters that are not in compliance with IRS and 501c3 filing requirements – **CFO, Finance Committee, & HFI – HFI to provide an update at Mid-Winter 2016.**
- Review the report and recommendations of the Governance Advocate. Be prepared to discuss them in detail and act upon recommendations during the August 2015 WEBEX call - **Society Board – Completed.**
- The revised Ethics Committee process will be sent out to the DPs (the Board already has a copy) for review and comment. The final version will be considered for adoption by the board in September. **G&B, DPs, and SBOD – Completed.**
- A “minimalist” revised draft (with options) of the current proposed standard chapter Bylaws will be generated by 1 September 2015 for further discussion. Assigned to **Noah and Ed. Completed.**

Parking Lot Items to be Carried Over to Mid-Winter 2016

- Executive Limitations Updates – realign financial reporting deadlines – **Continued (estimated to be closed in August – now Mid-Winter 2016)**

- Review of ASCAP/BMI negotiations – looking to negotiate more favorable contract terms similar to those in effect with SAI – **Continued** (November update – **now Mid-Winter 2016**)
- Assess the need for additional orientation and training for chapters & districts required to file 990 Schedule O – **Finance Committee - continued**
- Investigate the implications of sending Donor Choice funds and other grants to chapters that are not in compliance with IRS and 501c3 filing requirements – **CFO, Finance Committee, & HFI – HFI to provide an update at Mid-Winter 2016.**

New parking lot items from November 13-15 Meeting:

1. Finance Committee: **No new parking lot items**
2. HFI: **No new parking lot items**
3. Mixed Harmony Affiliate: **No new parking lot items**
4. 2016 Business Plan: **No new parking lot items**
5. 2016 Budget: **No new parking lot items**
6. APCC Charter Status and Strategic Plan:
 - a. Final revisions to Society Bylaws Article VIII paragraph 8.01 and Board Policy Manual paragraph III G. will be posted for board review and comment by December 15th and on the agenda for board approval at Mid-Winter 2016. **APCC (SPC) and G&B**
 - b. Present the detailed plan for development of the BHS Strategic Plan at Mid-Winter 2016. **CEO / Kevin Lynch**
 - c. The Board will meet face-to-face in the Spring of 2016 as part of a “deep dive” analysis at the onset of the strategic planning process. EVP Kropp will poll the board based on input from the CEO to establish a date for this meeting so the maximum number of board members can be present. – **EVP Kropp**
7. G&B:
 - a. Language for giving chapters the option to have up to 33% of their voting board members be non-members of the Society will be provided to the DP Council for review and comment. Comments to be provided not later than Mid-Winter 2016. G&B and DP Council
 - b. Section 3.02 regarding qualifications for Honorary Membership G&B will develop language that would allow us to offer such memberships to performing groups and provide such language for board consideration by Mid-Winter 2016. G&B – Completed by G&B as of 10:44 AM on 15 November 2015.
8. CEO Report:
 - a. Consider creating an interview for You Tube and posting on our web site to explain how to create and post content online without placing the chapter or quartet at risk. - **Chip**

- b. A training video for Basecamp 3.0 usage will be posted by January 2016 to facilitate access to 2016 Project Management tracking information. – **Erin**

9. Other Items:

- a. Provide an update on the current processes that apply to the situation of “saving” chapter charters. CEO and CFO, Dwayne, and John Santora to provide update by Mid-Winter 2016
- b. Develop FAQs to help chapters verify and confirm they are completely compliant and legal to operate. Dwayne and John Santora
- c. Board/staff efficiencies in regard to preparing for and participating in meetings and requesting information. Is there a better way to operate? Assigned to SP Fuson, CEO Monson, and COO Gallent

Adjournment

The meeting was adjourned at 5:20 p.m. Central Time.

Abridged Session

Meeting called to order by President Don Fuson at 10:15 a.m. on November 15, 2015.

Noah Funderburg presented suggested changes to Article III of the Board Policy section Honorary Membership Eligibility. President Fuson waived the 5-day notification. Discussion was held.

Motion made and passed to approve revisions to Honorary Membership Eligibility.

Adjournment

The meeting was adjourned at 10:30 a.m. Central Time.

Respectfully submitted,

Martin L. Monson, Executive Secretary