

**Minutes of Board of Directors Meeting
Society for the Preservation and Encouragement of
Barber Shop Quartet Singing in America, Incorporated
November 19, 2016 | Nashville, Tennessee**

Meeting called to order by President Don Fuson at 1:00 p.m. CT on November 19, 2016

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 (non-voting)

Board Members

Murray Phillips
John Donehower
Dick Powell
John Santora
Matt Mercier
Ed Bittle
Sharon Miller (non-voting)

Society Staff

Erik Dove, Chief Financial Officer
Chip Gallent, Chief Operations Officer
Kevin Lynch, Chief Strategy Officer
Erin Harris, Director of Projects
Michele Niec, Executive Assistant/Office Manager

Guests

Dave Montero, DP Council Moderator (via video)
David Haedtler, BMAL Elect
Steve Denino, BMAL Elect
Noah Funderburg, Chair G&B Committee

Meeting Appointments

President Fuson appointed:
Noah Funderburg as Parliamentarian
Dwayne Cooper as Parking Lot Attendant
Ed Bittle as Governance Advocate
Matt Mercier as Keeper of the Keys
John Donehower as Sergeant-At-Arms

Waiver of Notice Requirement

Past President Shannon Elswick noted Society Board Manual Appendix A documentation was 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 September 18, 2016 Society Board meeting minutes as amended.

CONSENT CALENDAR

CEO Evaluation

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 2017 evaluation. The committee will present recommendations to the Board at the Midwinter executive session.

District President Council

Incoming DPC Moderator, Dave Montera, reviewed the Midwinter DPC meeting agenda and reported on the formation of small committees to report on agenda topics.

NEW BUSINESS

Harmony Foundation, Inc.

Sharon Miller, interim CEO, reviewed HFI's fiscal year 2016, in addition to new staff processes and the beginning stages of their strategic plan. Mrs. Miller updated the Society Board on the active CEO search process.

G&B

Noah Funderburg lead a discussion on qualification scores and a proposal to have the CEO set the automatic qualifying score. The discussion was deferred to the SPC to evaluate the development of a board-appointed review committee.

Mr. Funderburg addressed Board Self-Assessment. There was a review of reports submitted including documentation from ASAE, the history of board assessments, and evaluation at every face-to-face meeting. The Board Members-At-Large requested feedback on a more consistent basis from the Executive Committee.

Discussion was held to change the appointment timeline for the Audit Committee from December to September to align both BHS and HFI:

Term of service: Member's terms shall be for three years, with **the term of one member expiring each successive year. To accommodate the different year-end dates for the Society and the Foundation, the term of office of each member shall commence on September 1 of each year rather than at the start of a calendar year.** No 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. The chairman of the committee shall be appointed annually, and shall not be a member of either the Society Board or the Foundation Board of Trustees.

Motion made and passed to accept the revised terms to September 1.

Policy regarding members or associates charged with sex-related crimes – Mr. Funderburg reviewed the history leading to the policy development. Discussion was held about informing parents of youth in the group about possible member involvement, clarification on members and associates, and a request to add language when chorus minor is the accuser. The Board noted this policy is the least that should be done.

Motion made and passed to accept the policy guidelines.

Board Policy Manual – Discussion was held in reference to revisions made to Appendix A, and Appendix C as it exists.

Motion made and passed to accept the Board Policy Manual as presented.

A waiver was requested and approved to accept 2017 Midwinter documentation pursuant to prior guidelines.

Financials

Committee Chairman John Santora discussed the committee’s review of the 2017 Q1 projections and expressed confidence in the proposed budget. CFO, Erik Dove, reviewed 3Q’16.

Motion made and passed to approve the Q1 2017 budget.

CEO Report

CEO Marty Monson invited the Board to review and discuss how the Society is meeting the Pillars. In this discussion, the SPC presented revised language to Pillar 4:

OLD: We scale our impact by growing social enterprises, individual philanthropy, and institutional philanthropy.

NEW: We increase our impact by building diversified revenue streams including earned income, individual philanthropy, and institutional philanthropy. - move to accept / moved

Motion made and passed to accept change to Pillar 4 language.

Parking Lot Items

1. Continued discussion of women’s involvement in BHS – sent to Strategic Planning Committee.
2. CEO Evaluation Survey – will be sent to 2016 Board in early December, due back to Shannon Elswick by email by December 31, 2016 (or earlier).
3. Expect to see an email from Harmony Foundation for “Giving Tuesday” – give a little bit.
4. Define “Purpose of Contests/Conventions” – sent to Strategic Planning Committee.
5. Discussion of possible “Board Self-Assessment” for 2017.
6. Update Audit Committee – assign new member(s) to get back in compliance.
7. Discuss including “Pillars for Current Year” in the Board Policy Manual. This would entail the annual adoption of the entire Board Policy Manual. (This was suggested by the consultant Jim.)
8. Finance Committee to recommend dates for Appendix C of Board Policy Manual to reflect 2-year budget and business plan requirements.
9. Full year 2017 budget and Business Plan will be presented to Board by December 31 and adopted at Midwinter Board meeting.
10. SPC to evaluate the development of a board-appointed review committee.

Adjournment

The meeting was adjourned at 5:00 p.m. Central Time.