

**Minutes of Board of Directors Meeting
Society for the Preservation and Encouragement of
Barber Shop Quartet Singing in America, Incorporated
October 30, 2010**

Called to order at 9:00 a.m. Saturday, October 30, 2010

The meeting was opened with:

The Star Spangled Banner, directed by Jim Lee

O Canada, directed by Connie Keil

The Old Songs, directed by Alan Wile

Reading of Mission and Vision Statements by Bill Biffle

Moment of Silent Reflection led by Bill Biffle

The following action was taken:

Quorum – The secretary confirmed the presence of a quorum to President Biffle.

The following were present:

Officers

Society President Bill Biffle

Society Executive Vice President Alan Lamson

Society Treasurer Jim Lee

CEO and Secretary Ed Watson (non-voting member)

Society Immediate Past President Noah Funderburg

Board Members

Rick Ashby

Greg Caetano

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

Ted Devonshire

Shannon Elswick

Connie Keil

Gary Parker

Jim Sams

Rod Sgrignoli

Alan Wile

Society Staff

Patty Leveille, Executive Assistant/Office Manager

Rick Spencer, Director of Operations

Heather Verble, Director of Finance

Paul Wietlisbach, Director of Education

Meeting Appointments

President Biffle appointed:

Rod Sgrignoli as Sergeant-at-arms

Greg Caetano as Keeper of the Keys

Jim Warner as Parliamentarian

Chris Buechler as Assistant Parliamentarian

Gary Parker as Parking Lot Attendant

Shannon Elswick as Governance Advocate

Guests

2011 Incoming Board Members:

Dwayne Cooper

Don Fuson

John Miller

Lorin May, Harmonizer Editor

Keith Eckhardt, FWD

OLD BUSINESS

Minutes

Motion made, seconded and unanimously adopted: to approve the minutes of the June 28-29, 2010 Board meeting.

Treasurer's report

Treasurer Jim Lee presented the Treasurer's report to the Board. The 2009 audit is moving slowly but is expected to be finalized soon. The refinancing of the Barbershop Harmony Society mortgage was discussed. Jim Lee, Dwayne Cooper, Heather Verble and Rick Ashby will be pursuing formal proposals from banks once the 2009 audit is completed. Motion was made, seconded and unanimously adopted: to receive the Treasurer's report as presented.

Treasurer's Report (attachment #1)

Harmony Foundation

Bob Brutsman, Chairman of Harmony Foundation International, Board of Trustees presented an overview on the Foundation's financial success and challenges:

- The current economy has slowed payments of pledges. This is a global phenomenon but HFI still collects 95% of pledges (which is better than the vast majority of the philanthropic community).
- The typical annual cash flow of HFI is as follows:
 - 37% - Nov and Dec
 - 19% - Jun & Jul
 - 44% - all other months
- There has been a steady growth in accounts receivables, mostly due to larger pledges which are becoming stretched over 5 years instead of the typical 3 year pledge horizon.

- The average gift has risen from \$546 to \$980 since 2006.
- Gift income has grown from \$812,046 in 2008 to \$1,634,475 in 2010
- This current fiscal period started Oct. 1 so last year was a “short year” for accounting purposes.
- There is a new Donor Loan Program which is designed to allow members to lend funds to the Foundation at a fixed rate of interest. This program will be good for those lending funds and for the Foundation as well.
- HFI has divided the country into six regions and has invested in two additional Directors of Development. Ev Nau, Ryan Killeen and Sean Devine are each covering two regions. Caki Watson is the new Ambassador of Song Manager.

President Biffle thanked the Foundation for its continued efforts on behalf of the Society. It was requested by President Biffle, and the consensus of the Society Board, that Harmony Foundation International submit to the Society Board at the fall board meeting an annual report on the financial status of Harmony Foundation International.

Global Strategy Development Task Force

Connie Keil reported on behalf of the Task Force that: The World Harmony Council has in its Articles of Association a Mission and Aims statement regarding its role in world-wide barbershop. It is understood by the 1999 Memorandum of Understanding between the Barbershop Harmony Society and the World Harmony Council that both organizations agree to work together towards the common goal of world harmony in the barbershop style.

Working with the Governance and Bylaws Committee, the Task Force prepared and recommended for adoption by the Board, the following proposed Executive Limitations.

A motion was made, seconded and unanimously adopted: to adopt the following Executive Limitations to be included in the Board Policy Manual:

II. POLICY TYPE: EXECUTIVE LIMITATIONS

I. POLICY TITLE: *EXPANSION / DEVELOPMENT OF BARBERSHOP SINGING IN THE WORLD*

The Society's role in and long-term commitment to the world-wide propagation and preservation of barbershop harmony is to be fulfilled, primarily, by working through the World Harmony Council.

Accordingly, the CEO may not:

1. Fail to nominate and instruct the Society's representative to the Council, on behalf of the Society, to actively participate in the activities of the Council in support of the mission and aims of the Council.
2. Fail to nominate a member of the Society staff to liaise with the Council's officers and representative in order to facilitate the engagement of appropriate Society resources in support of the Council's mission and aims.

3. Fail to report quarterly to the Society Board of Directors the plans, programs, and results of world-wide outreach to appropriate nations globally.

Historical Footnote:

The June 29, 1999 Memorandum of Understanding between the Society and the World Harmony Council states in Section 6: "...the Council and the Society agree to work together to further the expansion and development of barbershop harmony singing in the world." The World Harmony Council's mission and aims, as stated in its Articles of Association, are:

ARTICLE 3 - MISSION

3.1 The World Harmony Council is committed to encouraging and providing diverse performance and educational opportunities in barbershop harmony singing for its member organisations and to fostering an appreciation of and access to barbershop-style music in the world community.

ARTICLE 4 - AIMS

4.1 The World Harmony Council's aims shall be to:-

(a) encourage and support the perpetuation of the four-part a cappella barbershop style of singing in the world;

(b) encourage and support the formation and development of barbershop harmony singing organisations in the world;

(c) provide international liaison and information dissemination among barbershop harmony singing organisations;

(d) encourage and support the development and exchange of new ideas and initiatives relative to the barbershop harmony singing art.

Monitoring

Method: internal report/discussion.

Frequency: Quarterly at Board meetings or whenever other information is available.

Affiliates

CEO, Ed Watson reported to the Board that the Spanish Association of Barbershop Singers is interested in becoming an affiliate of the Society and that he expects to bring to the Board soon a recommendation of affiliation for SABS. Additionally, Watson reported that there are new contacts in Argentina, Mexico, Russia and Mumbai, India.

Watson stated that after his meeting with Society affiliates this past July, and at the request of the World Harmony Council, he is in the process of updating the "basic" affiliate agreement. Issues such as electronic transmissions will be addressed in the update basic agreement.

Criteria to become an affiliate of the Society were discussed. Currently, criteria are subjective. Stability in the following areas weighs heavily in the CEO's decision to submit, for Board approval, affiliation status: There must be evidence of an organization which can hold festivals or competitions on its own; there must be two or three choruses not just a couple of quartets; there must be a structure to their organization which includes an administrative body.

The CEO will bring to the Board at its Spring 2011 meeting the dollar value of affiliates dues versus Society member's dues, staff time and resources.

Society Board Education Task Force

Rod Sgrignoli presented the recommendations of the Task Force towards the ongoing education of the Society Board. After discussion a motion was made, seconded and unanimously adopted: that the president be authorized to appoint a committee for the purpose of developing board education efforts for the year 2011.

Motion made, seconded and unanimously adopted: to receive the Society Board Education Task Force report.

Membership Growth Task Forces

Each of the four Membership Growth Mini Task Forces presented its reports. Reports details work of the Task Force to date. Discussion of each report was held.

- All Ages Task Force (Fitzpatrick)
- External Focus Task Force (Parker)
- New Chapters Task Force (Fuson)
- Service Delivery Task Force (Donehower)

Motion made, seconded and unanimously adopted: to receive the Membership Growth Task Force report.

Strategic Planning Task Force

Noah Funderburg presented the Strategic Planning Task Force preliminary report to the Board. Work by the Strategic Planning Task Force is supported by the mini task forces of the Membership Growth Task Force and the four mini task force recommendations have been included in the overall Strategic Planning Task Force recommendations to the Board.

Motion made, seconded and unanimously adopted: to receive the Strategic Planning Task Force report.

Society Board Job Descriptions

Jim Sams reported on behalf of the committee the status of the Society Board Job Descriptions rewrite. The committee has collected job descriptions from Society documents and suggested language from current Board members. Working with the Governance and Bylaws Committee the committee expects to have a formal job description recommendation ready for adoption by the Board at the 2011 midwinter Board meeting.

Without objection the Society Board Job Description Committee report was received.

Planning Cycle Committee

Alan Lamson reported on behalf of the committee. Since the June 29, 2010 Board meeting the committee discussed with the Board and among themselves proposing a third AIM regarding communication for consideration. The committee is not recommending any additional AIMs at this time. After discussion a motion was made and seconded to adopt the Aims and Metrics as corrected.

Motion unanimously adopted.

Without objection the Annual Planning Cycle Committee report was received.

NEW BUSINESS

2011/2012 Budget

Treasurer, Jim Lee presented the 2011 proposed budget for Board approval. During discussion it was noted that the budget numbers should be adjusted to utilize the membership numbers reflected in the Aims for the year. By consensus and without objection, the Treasurer was directed to revise the numbers accordingly. A motion was made and seconded to adopt the 2011 budget as so revised.

Motion adopted.

CEO

CEO Ed Watson presented his report to the Board. The topics of Barbershop Harmony Society, staff issues, membership trends, convention sales, the Chapter Achievement Program (CAP), two year chorus rotation, Executive Limitations, convention and Executive Limitations were addressed by the CEO. *CEO Report (Attachment #2)*

The CEO presented a detailed report on data collected by Society staff concerning the topic of a possible two year chorus rotation. The report was based on various avenues of feedback which reflects the opinions of individual members, quartets, chapters and districts. There was no formal action requested of the Board or taken by the Board.

CEO Executive Limitations

Ed Watson presented his response to the Executive Limitations. The following Executive Limitations were reviewed: Communication and Counsel to the Board, Budgeting/Forecasting, Financial Condition, Conventions and Membership Trends. Board members signed the CEO Monitoring Report indicating their acceptance of the report.

Without objection the CEO report was received.

75th Anniversary of the Barbershop Harmony Society

John Miller reported on behalf of the 75th Anniversary Committee. Committee members are Roger Lewis (Chairman), Rob Arnold, Grady Kerr, Dusty Schleier, John Schneider and John Miller. Many exciting plans are being planned and starting to take form. The anniversary celebration will be a year-long celebration and will give every chapter and district an opportunity to participate. The biggest celebration will be held during the 2013 convention which will offer the opportunity for national and local publicity.

Without objection the 75th Anniversary Celebration Committee's report was received.

Religious Content at Conventions

A discussion of canon 8 of the Barbershop Harmony Society Code of Ethics was held. Following the discussion a motion was made and seconded that: the following statement be included in the CJ-20 competition form: "Competitors and other performers are reminded that Canon 8 of the Barbershop Harmony Society's Code of Ethics prohibits the 'introduction of political, religious or other similar controversial issues into the affairs of the Society'. This applies to all activities and events that occur under official Society auspices, except those that are clearly advertised as religious or patriotic in nature."

Motion defeated

Convention Scheduling

The scheduling of conventions on religious holidays was discussed. The Society will continue to post religious holidays on materials used by districts for the purpose of planning District contests.

Governance and Bylaws

On behalf of the Governance and Bylaws Committee Jim Warner presented a Society Whistleblower Policy for adoption by the Board. Discussion was held and a motion was made and seconded: to adopt the SPEBSQSA, Inc. Whistleblower Protection Policy as presented by the Governance and Bylaws Committee.

Motion unanimously adopted.

Governance Process

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

CLOSING

Governance Advocate

Shannon Elswick reported that over all the Board did a good job of adhering to policy as defined in the Board Policy Manual.

Parking Lot

Gary Parker reported the following Parking Lot items:

Board responsibility in parenthesis ()

1. Complete refinancing of HQ mortgage loan; expediting in 2010 encouraged (Lee)
2. Initiate repayment of program loan; more than today's in 2010 if possible (Lee)
3. Complete HFI receivable payment; majority expected 1Q 2011 (Caldwell)
4. Revise global policy executive limitations regarding reporting frequency (Keil)
5. Assign board education planning responsibilities for 2011 (President)
6. Continue ongoing consideration of two year International chorus rotation (Watson)
7. Complete rewrite of Board job descriptions (Sams)

Sergeant-at-arms

Rod Sgrignoli presented to the Board a humorous, thoughtful, and thorough report.

Special Recognitions

President Biffle recognized outgoing Board members and presented them with their outgoing Society Board pins. Retiring Board members at large and officers are:

Noah Funderburg, Immediate Past President

Jim Lee, Treasurer

Greg Caetano, Board member at large

Connie Keil, Board member at large

Rod Sgrignoli, Board member at large

Alan Wile, Board member at large

Adjournment

The meeting was adjourned with the singing of Keep the Whole World Singing, directed by Noah Funderburg.

Respectfully submitted,

E. D. Watson, Secretary