

**Minutes of Board of Directors Meeting  
Society for the Preservation and Encouragement of  
Barber Shop Quartet Singing in America, Incorporated  
July 4-5, 2011**

Meeting called to order by President Alan Lamson at 8:30 a.m. on Monday, July 4, 2011.

The meeting was opened with:

The Star Spangled Banner, directed by Rick Ashby

O Canada, directed by Don Fuson

The Old Songs, directed by Bill Biffle

Reading of Mission and Vision Statements by Alan Lamson

Invocation led by Shannon Elswick

**The following action was taken:**

**Quorum** The secretary confirmed the presence of a quorum to President Lamson.

**The following were present:**

**Officers**

Society President Alan Lamson

Society Executive Vice President Shannon Elswick

Society Treasurer Dwayne Cooper

CEO and Secretary Ed Watson (non-voting member)

Society Immediate Past President Bill Biffle

**Board Members**

Rick Ashby

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

Ted Devonshire

Don Fuson

John Miller

Gary Parker

Jim Sams

**Society Staff**

Larry Deters, Interim Organizational Manager

Patty Leveille, Executive Assistant/Office Manager/HR

Rick Spencer, Director of Operations

Heather Verble, Director of Finance

Paul Wietlisbach, Director of Education

**Special Guests**

Past Society Presidents

District Presidents

Joe Berger, Chair, Society Nomination Committee

Jack Fitzpatrick, Chair, President's Special Task Force

## **Meeting Appointments**

President Lamson appointed:  
Gary Parker as Sergeant-at-arms  
Dwayne Cooper as Keeper of the Keys  
Jim Warner as Parliamentarian  
Chris Buechler as Assistant Parliamentarian  
Ted Devonshire as Parking Lot Attendant  
Jim Sams as Governance Advocate

## **Special Presentation**

President Lamson recognized the Kansas City Convention's co-chairmen, Mr. Mike Mathieu and Mr. Bob Burdick. Mr. Mathieu presented on behalf of the Heart of America Barbershop Chorus, in appreciation of Society Board's harmonious assistance with the 2011 International Convention, a replica plaque of the April 11, 1963 Society plaque celebrating the Society's 25<sup>th</sup> anniversary which hangs in the Muehlebach Hotel in Kansas City, Mo.

## **Minutes**

Motion made, seconded and unanimously adopted: to approve the minutes of the March 26, 2011 Board meeting.

Motion made, seconded and unanimously adopted: to approve the minutes of the April 21, 2011 teleconference meeting.

Motion made, seconded and unanimously adopted: to approve the minutes of the May 22, 2011 teleconference meeting.

## **Additions to the Agenda**

Motion made, seconded and unanimously adopted to add the following additional agenda item which was not received at least two weeks prior to the Board meeting per Policy Manual 111A6:

- Minutes of the June 26<sup>th</sup> Management and Finance Committee Meeting

Motion made, seconded and unanimously adopted to suspend the provisions of the Bylaws Section 7.02 requiring the executive director to furnish each member of the Board a list of nominees at least 20 days prior to the annual meeting and Section 7.04 requiring any Board member(s) wishing to nominate from the floor to notify all directors in writing at least 10 days in advance of the meeting of his intention to make such nomination.

## **Receipt of Reports**

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

- Operations Team
  - Chapter Support & Leadership Development Committee
  - Chorus Director Development Committee
  - Contest & Judging Committee
  - Events Committee
  - Marketing & PR Committee

- Membership Committee
- Music & Performance Committee
- Youth In Harmony Committee
- Board Standing Committees
  - Annual Planning Cycle Committee
  - Board Education Committee
  - Ethics Committee
  - Governance & Bylaws Committee
  - Hall of Fame Committee
  - Honorary Membership Committee
  - Joint Audit Review Committee
  - Nominating Committee
- Chief Executive Officer
  - CEO report
- Other
  - CEO Job Description Task Force
  - Management/Finance Task Force
  - President's Special Task Force
  - Treasurer's Report
  - Harmony Foundation International Board of Trustees
  - Chief Financial Officer

### **Treasurer's report**

The Treasurer introduced Society CFO Heather Verble who presented a review of the Society's May 2011 Financial Report.

Treasurer Dwayne Cooper presented his Treasurer's report to the Board.

The Treasurer presented Harmony Foundation Internationals Financial Statement for the fiscal YTD through May 2011 for the Board's review. Clarke Caldwell, President and CEO of Harmony Foundation International addressed questions from the Board.

The Treasurer reported to the Board on the process of the Barbershop Harmony Society's accounting method relating to deferral of dues. Further discussion will be held between the Society's auditing firm, CFO and Treasurer with an updated report to be presented to the Board by Mr. Cooper by the Fall Board meeting.

The Treasurer reported on the status of the refinancing of the BHS headquarters building. Discussion was held. Motion made, seconded and unanimously passed to entrust the negotiations and signing of appropriate documents of the refinancing of the Barbershop Harmony Society headquarters building to the Society President, Society Treasurer, CFO and CEO. It was noted by Jim Warner, Governance Chairman that before the Society could close on a loan the Board will need to adopt specific resolutions.

*Treasurer's Report (attachment #1)*

## **Acting Executive Director**

Motion made, seconded and unanimously passed to formally recognize Mr. Larry E. Deters as Acting Executive Director of the Barbershop Harmony Society as of July 16, 2011.

## **OLD BUSINESS**

### **Annual Planning Cycle**

Shannon Elswick and Rick Ashby presented the Annual Planning Cycle Committee's report. During discussion two Executive Limitations were adopted.

Motion made, seconded and unanimously passed to finalize the draft of The Three Year Rolling Plan as follows:

**Proposed AIM #1** - Grow the Society's number of members and chapters.

Metric #1: Total annual net membership change (measured at 12/1 of each year)

- 2011 - positive net gain by 12/1/11 to 24,925
- 2012 - increase total membership by 2% over 12/1/11 number
- 2013 - increase total membership by 2% over 12/1/12 number
- 2014 - increase total membership by 2% over 12/1/13 number

Metric #2: Increase the number of chapters (measured at 12/1 of each year)

- 2011 - by 1% over 12/1/10 number
- 2012 - by 1% over 12/1/11 number
- 2013 - by 1% over 12/1/12 number
- 2014 - by 1% over 12/1/13 number

Motion made, seconded and unanimously adopted: to require the CEO to present a membership growth plan to the Board two weeks prior to the Mid Winter Board Meeting each year.

**Proposed Aim #2** - Enhance the external image of the Barbershop Harmony Society and its chapters, districts and affiliates

Metric #1 - Increase the number of chapters reporting community service by 5% each year over the previous year end reporting number using the CAP survey.

"community service" is here defined as those activities of a chorus, quartet or chapter member which include the items measured in the CAP survey:

1. Unpaid performances
2. Chapter Charitable Donations (excluding Harmony Foundation and Sing Canada)
3. Sing For Life participation
4. YIH projects

Motion made, seconded and unanimously adopted: that the CEO present to the Board by the Spring 2012 Board meeting, an action plan to expose, in a positive fashion, the BHS to the general public.

The Annual Planning Cycle Committee will continue their work bringing back to the Board possible suggestions for Board consideration at the fall 2011 Board meeting.

### **Board Education**

Committee Chair, Gary Parker presented his committee's report. Board education will be held this fall and will focus on marketing with Board member and marketing professional John Miller and finance (sustainability issues in non-profits) with Society Treasurer Dwayne Cooper.

### **CEO**

CEO Ed Watson presented his report to the Board. The following topics were covered: Staff issues, upcoming events, Comcast on Demand (Barbershop on demand), Harmony University, Chapter Visitation Program, Chapter Achievement Program, Operation Team reports, Executive Limitations, MPL's of Aims and Spanish Association of Barbershop Singers request for affiliation with the Barbershop Harmony Society

Mr. Watson reported to the Board the status of discussion regarding "the right of districts to not hold a spring convention". Three districts have concerns regarding spring contest as they're a financial drain on their districts. Watson asked the Contest and Judging Committee for their input as to allowing districts to not hold a spring contest. Specifically what rule changes would have to be made to allow districts to not hold a spring contest? Overall C&J is concerned with the "law of unintended consequences". The District Presidents are still discussing this matter and are expected to present their consensus to the Board soon. The CEO's recommendation to the Board is to wait for the District President's recommendations before taking any action regarding the right of districts to not hold a spring competition.

Paul Wietlisbach, Director of Education presented to the Board an overview of the status of the Society's Chapter Visitation and Chapter Achievement programs. It was noted that the district presidents are committed to having 75% of chapter visitations completed by the end of August 2011.

President Lamson recognized Ed Watson as being the right man in the right place for the past six years. Lamson continued by saying "Ed's term has been a time of significant change: moving headquarters to Nashville, success of the YIH programs and Midwinter conventions and, during economic challenges, reorganization of the administrative structure of the Society".

### **CEO Job Description**

John Miller explained the collaborative process the CEO Job Description Committee and Board took to develop a comprehensive CEO Job Description. The final job description will be used as a recruiting document to let potential candidates know what the position involves. It should not be thought of as a finite description of the CEO duties and responsibilities; however the Board would like to find a candidate that closely meets the expectation of the job description.

Discussion of the proposed job description was held. Motion made, seconded and unanimously passed: to adopt the CEO Job Description document as modified during discussion, as the recruiting document to be used in the CEO search process.

*CEO Job Description (attachment #2)*

## **NEW BUSINESS**

### **CEO Search Committee**

President Lamson will make appointments to a CEO Search Committee. It is expected that the CEO search will come to fruition by the end of 2011 or early in 2012.

Motion made, seconded and unanimously passed: that the President shall appoint a committee to recruit and recommend to the Board qualified CEO candidates.

### **Management/Finance Task Force**

Following the Spring 2011 Board meeting President Lamson appointed the Management/Finance Task Force. They were tasked with the following responsibilities:

1. To examine the organization, structure and practices of the Barbershop Harmony Society and Harmony Foundation International and define the issues of financial management that do, or potentially could, create financial difficulties.
2. Project what outcomes could occur if issues are not addressed.
3. Define organizational, structural and procedural changes that could alleviate these issues.
4. Prepare a timeline for implementation of these organizational, structural and procedural changes including action items that need to be addressed, responsibility for those actions, intermediate and final mileposts for each action, and priorities for action.
5. Report monthly to the BHS Board of Directors and the HFI Board of Trustees including the CEO of each organization.

Appointment:

Rick Ashby (BHS), Chairman; Shannon Elswick (BHS); Mike Deputy (HFI); Peter Feeney (HFI) Treasurers (Dwayne Cooper [BHS], Don Laursen [HFI]) of both BHS and HFI shall be staff to the task force. CEO's of both BHS and HFI are available as requested by the task force.

Term of appointment: Until final recommendations as contemplated in item 4 above.

Rick Ashby stated that the Task Force has been working to establish the following:

- Establish "where we are".
- How did we get to this liquidity issue?
- Where to go from here?

Mr. Ashby introduced Treasurer Dwayne Cooper to explain what the committee has discovered so far and to explain the committees plan and recommendations to improve cash flows between BHS and HFI.

The Management and Finance Committee will report back to the Board, regarding HFI and BHS finances. A report will be provided by the end of September and again at the fall board meeting.

### **BHS Website Documents**

A discussion of confidential documents that are available on the Society website as well as documents that should be available to our membership was held. President Lamson appointed Don Fuson to act as liaison to staff in assisting with documents to be posted on the BHS website.

## **Affiliation of Spanish Association of Barbershop Singers (SABS)**

CEO Ed Watson informed the Board that headquarters was satisfied that the Spanish Association of Barbershop Singers are established and prepared to become active affiliates of the Barbershop Harmony Society. Motion made, seconded and unanimously adopted: that the Barbershop Harmony Society officially recognize and accept the Spanish Association of Barbershop Singers (SABS) as an affiliate organization to the Society, and that the Society board shall direct the Executive Director to enter into an affiliate agreement with SABS.

## **“Barbershop Harmony” On Demand with Comcast Cable**

John Miller has worked closely with Rick Spencer, Director of Operations, regarding the negotiation with Comcast Cable to offer a new Barbershop Harmony On Demand channel. Mr. Spencer offered a presentation to the Board which outlined how Comcast customers could easily access Barbershop Harmony On Demand. The On Demand channel will be offered starting July 8, 2011.

## **President’s Special Task Force**

Mr. Jack Fitzpatrick, Chairman of the task force presented an executive summary of his task force’s report. The task force was established to study the issue of chapters who have “permanent guests”. The Task Force recommends “no action by the Board as the Districts are dealing with the issue effectively”. The task force has offered the Board recommendations that they suggest will correct ancillary conditions and problems found while examining the central issue. The task force will submit its final report at the fall 2011 Board meeting including recommendations regarding minimum sizes for chapters and their suspension and charter revocation.

## **Meeting with District Presidents’ Council**

President Lamson welcomed the District Presidents. President Lamson introduced Noah Funderburg and Bob Cox who are members of the Operations Harold Hill Steering Committee. In 1996 the Society kicked off the original Operations Harold Hill membership program, which resulted in the first upward tick in membership growth since the beginning of the Society’s membership decline in the 1980’s. The steering committee has been studying what made the first Operations Harold Hill (OHH) a success. Bob Cox explained how the original OHH program was run and how chapters were involved in choosing how best to use Society membership programs. The committee has worked to revitalize Operation Harold Hill and it is hoped that chapters will use this membership campaign on an ongoing bases and as a stepping stone towards greater chapter growth. The revitalized program will be rolled out in January of 2012.

Mr. Joe Berger, chair of the Society Nomination Committee was introduced and spoke with the District Presidents regarding the Society’s need and desire for districts to take an active role in the Society Board nomination process. A frank and informational discussion followed with suggestions noted towards greater participation of districts.

District President’s requested the Board investigate the value of adding a VP of Financial Development to the mandated district positions.

Executive Vice President, Shannon Elswick discussed with the District Presidents the responsibilities and differences of Society Board Liaisons and Board Representatives to districts.

The meeting was adjourned to 8:30 a.m. Tuesday, July 5, 2011

Meeting called to order by President Alan Lamson at 8:30 a.m. on Tuesday, July 5, 2011

## **Treasurers Report**

Dwayne Cooper provided a recap of the Treasurer's report for attendees who were not at the meeting the previous day.

## **District President's Moderator Address to the Board**

President Lamson called on the District President's Moderator, Mr. Peter Carentz. Mr. Carentz addressed the Board and guest reporting on recent District President's Council accomplishments:

- The District Presidents Council has had a transformational year
  - Changing and refining attitudes, DP interaction, and understanding obligations to the legacy of the hobby
- District Presidents have met at the Forum, Mid-Winter, International Convention and on a monthly webinar/conference call.
- District Presidents accomplishments to date:
  - Recruited two candidates (Dean Beckman and Doug Weaver) to act as liaisons to Harmony Foundation International
  - Developed the "Line of Sight Document" that answers seventy-seven various questions in regards to how each District tackles or accomplishes certain tasks
  - Developed a "Legacy Document" that will be shared and updated by future District Presidents with the hope that such knowledge will lead to growth
  - DP Council is drafting an On-boarding Manual, to be shared and reviewed with every future class of District Presidents and Executive Vice Presidents at the annual Forum Meeting
  - Collaborated on responses to two topics which were shared with the CEO:
    - The Proposed One Year Contest Cycle
    - Right of Districts to hold only one Contest

Mr. Carentz recognized those District Presidents nearing the end of their District Presidency. The Board showed their appreciation by offering a standing ovation.

## **Other report items**

Board members summarized their reports from the previous day for the benefit of the attendees at this meeting:

- CEO Job Description Task Force
- Affiliation of Spanish Association of Barbershop Singers
- Video on Demand channel with Comcast
- President's Special Task Force

## **Elections**

### Barbershop Harmony Society Election of Board Officers and Members:

The Nominating Committee report was previously submitted to the Board as follows:

Pursuant to Section 7.01(b) 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 Kansas City, Missouri, on July 5, 2011. All terms of office begin January 1, 2012.

Nominated by the Society Nominating Committee:

#### **One-year term:**

Society President	Alan Lamson
Society Executive Vice President	Shannon Elswick
Society Treasurer	Dwayne Cooper

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

#### **Three-year term:**

Board Member at-Large (two to be elected)	Joe Cerutti Dwain Chambers Skipp Kropp Gary Plaag
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Motion made, seconded and unanimously passed: that the uncontested nominee(s) for: Society President (Alan Lamson), Society Executive Vice President (Shannon Elswick) and Society Treasurer (Dwayne Cooper) be elected by acclamation.

Remaining Board nominees were given the opportunity to address the Board before secret ballot voting was held. Results of the secret ballots, counted by the parliamentarians, are as follows:

Board Member at-Large	Joe Cerutti
Board Member at-Large	Gary Plaag

### Harmony Foundation International, Inc. Election of Board of Trustees Members:

President Lamson announced that the Harmony Foundation Nominating Chairman, Peter Feeney has submitted his report which recommends three nominees for re-election to the HFI Board of Trustees:

- Mr. Don Laursen elected for a three year term beginning January 1, 2012
- Mike Deputy elected for a three year term beginning January 1, 2012
- Peter Feeney elected for a three year term beginning January 1, 2012

Motion made, seconded and unanimously passed: that the uncontested nominee(s) for: the Harmony Foundation Board of Trustees be elected by acclamation.

Two other nominees were recommended to fill unfulfilled terms:

Chuck Hunter elected to complete an unexpired term ending December 31, 2013  
Chuck Harner, Sr. elected to complete an unexpired term ending December 31, 2012

Motion made, seconded and unanimously passed: that the uncontested nominee(s) for: the Harmony Foundation Board of Trustees unexpired terms be elected by acclamation.

## **CEO Executive Limitations**

Ed Watson presented his report on the Executive Limitations. The following Executive Limitations were reviewed and discussed with the Board: Communication and Counsel to the Board, Expansion/Development of Barbershop Singing in the World and Membership Trends. Board members signed the CEO Monitoring Report indicating their acceptance of the report.

## **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

## **CLOSING**

### **Governance Advocate**

Jim Sams reported that the spirit of governance prevailed in the majority of all discussions of the Society Board and the spirit of “Carver” smiled and said “Well done faithful and good servants. You did well but there is always room for improvement”.

### **Parking Lot**

Ted Devonshire reported the following Parking Lot items:

1. Accounting method re: dues payments
2. HFI disclosures relating to endowments
3. Update on mortgage loan finalization.
4. Further update from district presidents on holding spring conventions.
5. Update on membership plan from CEO by 2012 mid-winter convention.
6. Update report on chapters reporting to CAP program
7. Update report on plan for general awareness of the BHS
8. President Alan Lamson to establish a committee to review regulations re: chapters with less than minimum membership.
9. Management and finance committee report regarding HFI and BHS finances. Said report to be provided by the end of September and at the fall board meeting.
10. Action item for President Alan Lamson to establish search committee for new permanent CEO
11. Request from DPs re: to investigate the value of adding VP-Financial Development to mandated district position.
12. Final Report from “President's Special Task Force on “Guest Members” to be provided at fall board meeting.

### **British Association of Barbershop Singers (BABS) Presentation**

Derek Parmenter, Chairman of BABS presented on behalf of the BABS Board and its entire membership an Honorary Membership in BABS to retiring BHS CEO Ed Watson.

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

Gary Parker presented to the Board a humorous, thoughtful, and thorough report.

### **Adjournment**

The meeting was adjourned at 10:45 a.m. with the singing of Keep the Whole World Singing, directed by John Miller.

Respectfully submitted,

Larry E. Deters, Secretary