

**Minutes of Board of Directors Meeting  
Society for the Preservation and Encouragement of  
Barber Shop Quartet Singing in America, Incorporated  
January 27-28, 2011**

Meeting called to order by President Alan Lamson at 8:30 a.m. on Thursday, January 27.

The meeting was opened with:

The Star Spangled Banner, directed by John Miller  
O Canada, directed by Ted Devonshire  
The Old Songs, directed by Ed Watson  
Reading of Mission and Vision Statements by Bill Biffle  
Invocation led by Don Fuson

**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**

Patty Leveille, Executive Assistant/Office Manager/HR  
Rick Spencer, Director of Operations  
Heather Verble, Director of Finance  
Paul Wietlisbach, Director of Education

**Meeting Appointments**

President Lamson appointed:  
Jim Sams as Sergeant-at-arms

Dwayne Cooper as Keeper of the Keys  
Jim Warner as Parliamentarian  
Chris Buechler as Assistant Parliamentarian  
Rick Ashby as Parking Lot Attendant  
Shannon Elswick as Governance Advocate

### **Special Guests**

Past Society Presidents  
District Presidents  
Andrew Shackleton  
Byron Myers  
Bill Colosimo  
Jack Fitzpatrick  
Doug Brown

### **Minutes**

Motion made, seconded and unanimously adopted: to approve the minutes of the October 30, 2010 Board meeting.

### **ADDITIONS to the AGENDA**

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

- a. Formation of High Sierra Harmony Brigade as a Society subsidiary
- b. Formation of the Association of eXtreme Quartetting Harmony Brigades as a Society subsidiary.
- c. Formation of the One Voice Association as a Society subsidiary.

### **Treasurer's report**

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

Mr. Cooper reported that monthly repayments to the Program Fund will begin in April 2011 at the rate of \$10,000 per month.

By motion made, seconded and unanimously adopted the CEO was authorized and directed to obtain for approval and acceptance by the Board, a commitment from a bank or other lending institution for a loan to refinance the remaining balance of the existing SunTrust Bank loan. The CEO will present proposed commitment to the Board by teleconference or email prior to the 2011 spring Board meeting.

Motion made, seconded and unanimously adopted: to receive the Treasurer's report as presented. Treasurer's Report (attachment #1)

## **Receipt of Reports**

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

- Board Standing Committees
  - Annual Planning Cycle Committee
  - Ethics Committee
  - Governance & Bylaws Committee
  - Hall of Fame Committee
  - Honorary Membership Committee
- Chief Executive Officer
  - CEO report
  - Update on MPLs/AIMs
- Membership Growth Task Force
- Rewrite of Board Job Descriptions
- Changes to CBQC Contest rules
- Changes to Society Contest rules

## **OLD BUSINESS**

### **Board Education**

Board Education Chairman, Gary Parker reported for the committee which consists of: Gary Parker, Paul Wietlisbach and Doug Brown. The purpose of the committee is to develop ongoing Board education which will take place during spring and fall Board meetings. The 2011 Board education plan will focus on the practical rather than theoretical.

### **International Two-Year Chorus Rotation**

CEO Ed Watson announced that he is not making nor planning to make any recommendation to the Board in regard to the idea of a two-year chorus rotation. However, several District Events VPs have a desire to discuss the possibility of all preliminary contests being held at one time. At their January 26<sup>th</sup> meeting Mr. Watson and District Presidents agreed to investigate the Society requirement for District contests.

### **Society Board Job Descriptions**

Jim Sams presented for Board adoption recommended revisions to the Society Board Job Descriptions.

By motion made and seconded revisions to the Society Board Job Descriptions, as amended were unanimously adopted. *Society Board Job Description revisions as amended. (Attachment #2)*

The Society Board Job Descriptions will be placed in the Society Board Policy Manual.

## **Operations Team Reports**

It was agreed that from this point forward Operation Team and committee reports and work plans shall include results and/or outcomes expected and achieved since their last report. The Board is seeking results focused rather than activity focused reporting.

Motion made, seconded and unanimously passed to receive the OT reports.

## **Membership Growth Task Forces**

Alan Lamson welcomed the District Presidents and Executive Vice-presidents to a joint meeting with the Board. Both the Society Board and District officers were presented the findings and recommendations of the two-year intense research and study by the Membership Growth Task Force and the Strategic Planning Task Force.

Immediate Past President Bill Biffle, Chair of the Membership Growth Task Force, thanked the committee members of the Membership Growth Task Force. Each of the four Membership Growth Mini Task Forces presented their reports. 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)

Research, reports and recommendations from the Membership Growth Task Force is now given to the Board Strategic Planning Task Force for future development and implementation.

Following the Membership Growth Task Force presentation the District Presidents and Executive Vice-presidents returned to their own meeting.

## **Honorary Membership Committee**

For the Board's consideration and on behalf of the Honorary Membership Committee, Alan Lamson presented names to be considered for Honorary Membership in the Barbershop Harmony Society. After discussion a motion was made, seconded and unanimously adopted that the Society confer Honorary Membership upon two men [who were identified but whose names will remain confidential until they have accepted], and that the Honorary Membership Committee invite those two men to accept the award.

## **Ethics Committee**

The Ethics Committee presented an informational report which included suggestion for possible actions to be taken by the Headquarters staff and the Board. A motion was made, seconded and unanimously adopted that the Ethics Committee report be referred to the Governance and Bylaws Committee for review and recommendations. G&B will report back to the Board by the spring 2011 Board meeting.

## **Nominating Committee**

Alan Lamson requested on behalf of the Nominating Committee that the Board consider and provide to the Committee the skill sets that should be considered for the two new Board members to be elected in 2011 for terms beginning January 2012. After discussion the Board recommended the following qualities be stressed to the Nominating Committee for the 2011 candidates:

- Demonstrates ability to govern on behalf of the Society at large
- Basic understanding of the governance process (Carver)
- The Board recognizes that the objective is to nominate the “best man for the job” however, demographic representation should be considered. Therefore the Board requests the Nominating Committee to be aware of and encourage the nomination of qualified men from both countries in the Society and to avoid geographic concentration of board members.

## **Governance and Bylaws**

### *CBQC Contest Rules*

On behalf of G&B and at the request of the Youth in Harmony Committee, Mr. Buechler brought two proposed changes to the CBQC Contest Rules for Board consideration.

The first request was to raise the minimum qualifying score of the CBQC contest rules. After discussion a motion was made, seconded and unanimously adopted to raise the CBQC minimum qualifying score from 70 to 71.

The YIH Committee’s second request was for changes (as noted below) to the CBQC Contest Rules, III.5 (eligibility):

5. An individual can sing in only one CBQC quartet at a time. Past CBQC champion quartets are not eligible to complete. However, individual quartet champion members may compete in a new quartet, provided no more than two one former member from ~~the same~~ a CBQC or Society international quartet champion may be in ~~the same~~ a quartet.

By motion made and seconded the proposed changes, as amended, to the CBQC Contest Rules, III.5 (eligibility) were unanimously adopted effective for 2012 contest cycle.

### *Society Contest Rules*

In order to be consistent with current practice, G&B recommended to the Board that Society Contest Rules, Article IV.B.3 (Contest Judges: Appointment of International Panels) be amended as follows (additional language underlined):

### **3. International Contests with Quintuple Panel**

Five judges per scoring category shall be used in the international quartet and chorus contests. In addition, those international panels shall have one contest administrator and two associate contest administrators.

The Society Contest and Judging Committee chairman will serve as panel chairman for international quartet and chorus contests unless he is unavailable for any reason and, in that case, the Committee immediate past chairman will serve as panel chairman for any session(s) in which the Committee chairman is unavailable. The panel chairman will be the final authority for any and all decisions outlined in Article XIV Contest Operation.

By motion made and seconded the foregoing amendment as presented by G&B was unanimously adopted.

In conjunction with the previous amendment, G&B recommended that Article XIV: (Operation of Contest) be amended as follows (additional language underlined):

#### **A. Contest Administrator Responsibility and Authority**

##### **1. Authority for Contest Operation**

Once the contest begins, and until the contest results are determined, the contest administrator is completely in charge of the operation of the contest, subject to the final authority of the panel chairman for international quartet and chorus contests (Article IV.B.3).

By motion made and seconded, the amendment was unanimously adopted as presented by G&B.

In order to clarify current accepted practices in Society Contest Rules, G&B recommended an amendment to Article XIV.A.2 (Contest Judges: Appointment of International Panels) G&B proposed the additional language as follows (additional language underlined):

#### **A. Contest Administrator Responsibility and Authority**

##### **2. Contest Environment**

The contest administrator is responsible for ensuring that the contest environment is as fair and consistent as possible for all contestants. Action on environmental issues will consider contestants, audience, and panel, in that order of priority.

By motion made and seconded the amendment was unanimously adopted as presented by G&B.

Appended to the G&B report received by the Board were two items of information:

- 1) A section being added to the C&J Handbook regarding mic testing. (*Attachment #3*)
- 2) Two revised position papers from the Presentation Category. While these do not appear to be a variance with the Board-approved definition of the barbershop style, it is thought

that the Board should be aware of the revised language prior to publication of the next edition of the C&J Handbook. (*Attachment #4*)

### *High Sierra Harmony Brigade*

Jim Warner presented to the Board the Committee's recommendation that the Board approve the request of the High Sierra Harmony Brigade for approval of its formation as a Society subsidiary, subject to the review and approval of amended Articles of Incorporation, Bylaws and the other governing documents by the G&B Committee.

Motion made, seconded and unanimously adopted to approve the formation of the High Sierra Harmony Brigade as a Society subsidiary.

### *Association of eXtreme Quartetting Harmony Brigades*

The Association of eXtreme Quartetting Harmony Brigades has requested approval for its formation as a Society subsidiary. The C&B Committee recommended that the Board approve the formation of The Association of eXtreme Quartetting Harmony Brigades structured as a non-Board standing committee – an unincorporated Society subsidiary unit – subject to the review and approval of governing documents by the G&B Committee.

After discussion, no motion having been made, it was determined that President Lamson and Mr. Warner will contact the leaders of the Association of eXtreme Quartetting Harmony Brigades in reference to G&B's recommendation.

### *One Voice Association*

The One Voice Association, Inc. also requested approval of its formation as a Society subsidiary. Lengthy discussion was held with a motion being made, seconded and unanimously adopted to decline the request of One Voice Association, Inc. to become a Society subsidiary.

## **CEO**

CEO Ed Watson presented his report to the Board. The topics of Barbershop Harmony Society upcoming events, staff / Budget issues, revisions to the budget, music catalog/music ordering, and Executive Limitations were addressed by the CEO. *CEO Report (Attachment #5)*

## **Society Board and District Presidents**

Alan Lamson welcomed the District Presidents and Executive Vice-presidents back to the Board meeting.

A discussion of responsibilities of districts to the Society relative to the Society Board of Directors was held. Jim Warner, Chair of the Governance and Bylaws Committee reviewed essential materials available to Districts which set forth the policies, procedures and responsibilities of the Society, Society Board and Districts. President Lamson provided a brief

description of the Society's governance structure and the history of the adoption of that structure from 2004 to the present.

### **Strategic Planning**

Noah Funderburg requested feedback from District Presidents regarding the reports of the Membership Growth Task Forces. The Strategic Planning Committee has begun the process of identifying which suggestions made by the MGTFC committees should be implemented and by when.

### **CEO Executive Limitations**

Ed Watson presented his report on the Executive Limitations. The following Executive Limitations were reviewed and discussed with the Board: General Executive Constraint, Treatment of Staff and Volunteers, Financial Conditions, Emergency Executive Succession, and Expansion/Development of Barbershop Singing in the World. Board members signed the CEO Monitoring Report indicating their acceptance of the report.

### **RECESS**

President Lamson declared the Board meeting in recess until 8:30 a.m. January 28, 2011.

### **CALL TO ORDER**

President Lamson called the Board meeting to order at 8:30 a.m. on January 28, 2011.

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

### **The meeting was opened with:**

The Star Spangled Banner, directed by John Miller  
O Canada, directed by Ted Devonshire  
The Old Songs, directed by Ed Watson  
Reading of Mission and Vision Statements by Bill Biffle

### **Introduction of Guests**

President Lamson introduced the following guest:

- Barbershop Harmony Society Staff
- Past Society Presidents
- District Presidents
- Installing Officer, Skipp Kropp

### **Installation of Officers**

Skipp Kropp performed the 2011 installation of officers and new Board member as follows:

Alan Lamson, President  
Shannon Elswick, Executive Vice President  
Dwayne Cooper, Treasurer  
Ed Watson, Secretary

Don Fuson and John Miller, Board Members at-large

### **Keynote Address**

Ev Nau presented a keynote address entitled “Looking Through the Windshield”. Mr. Nau’s speech was well received by the Board and those in attendance.

### **OLD BUSINESS (Continued from 1-27-11)**

#### **REPORTS**

##### **Treasurer’s report**

Dwayne Cooper provided a recap of his Treasurer’s report presented to the Board on January 27, 2011.

Ed Watson provided a recap of his CEO report presented to the Board on January 27, 2011.

#### **NEW BUSINESS**

##### **District Presidents**

President Lamson introduced the District Presidents’ Moderator, Peter Carentz. Mr. Carentz reported that the Society District Presidents have had successful meetings this week; their own DP meeting and with CEO, Ed Watson and the Society Board. Mr. Carentz stated that he had heard from several DPs that “there is a change in the air.” The district presents are excited that “we are *all in this together*”.

##### **Membership Growth Task Force**

Noah Funderburg provided a recap of the Membership Growth Task Force report presented to the Board and District Presidents’ on January 27, 2011.

##### **Governance and Bylaws**

Mr. Buechler provided a recap of the actions taken by the Board regarding rule changes of CBQC Contest rules and Society C&J rules.

##### **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 (Honorary Membership)
- Annual Board Planning Cycle
- CEO Job Performance
- Compensation and Benefits

## **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**

Rick Ashby reported the following Parking Lot items:

1. The Society Treasurer and Harmony Foundation CEO will make financial reports to the Society Board before each Board meeting showing funds raised and expended, distributions made and application of funds received.
2. Monthly repayments of the Program Fund loan will begin in April 2011 at the rate of \$10,000 per month.
3. The CEO will obtain a commitment from a bank or other lending institution to refinance the \$1,200,000 balance on the Headquarters Building loan and call a telephone or email Board meeting to approve any required resolution before the spring Board meeting.
4. The Board Education Committee will prepare an educational session to precede the Spring Board meeting on the subject of effective Board leadership or a similar topic of their choice.
5. The CEO and District Presidents will examine the timing, frequency and method of qualifying preliminary contests and report back to the Society Board by next Mid-Winter Board meeting.
6. The Strategic Planning Task Force will review the many suggestions made in the Membership Task Force reports and by year end choose the few strategies they will recommend to the Board for implementation.

7. The Governance and Bylaws Committee will report to the Board the result of their discussions with the Ethics Committee on procedures which were discussed at Mid-Winter for reporting violations.
8. The CEO will bring to the Board at its spring 2011 meeting the dollar value of affiliates dues versus Society members dues, staff time and resources.
9. The CEO will rewrite the affiliate agreement and present it to the Board before June 30, 2011.
10. The Districts will complete 100% of the chapter assessments (to be done by visitation) and report to the Society Board on the results of these assessments by year end, with an interim goal of 75% completion by August 31, 2011

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

Jim Sams presented to the Board a humorous, thoughtful, and thorough report.

### **Special Recognitions**

CEO Ed Watson acknowledged the dedication and fine work of our 2009/2010 President, Bill Biffle. Mr. Biffle graciously accepted tokens of appreciation from CEO, Ed Watson on behalf of an appreciative Society.

### **Adjournment**

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

Respectfully submitted,

E. D. Watson, Secretary