

**Minutes of Board of Directors Meeting
Society for the Preservation and Encouragement of
Barber Shop Quartet Singing in America, Incorporated
November 3-5, 2011**

Meeting called to order by President Alan Lamson at 8:30 a.m. on Thursday, Nov 3, 2011.

The meeting was opened with:

The Star Spangled Banner, directed by Gary Parker

O Canada, directed by Ted Devonshire

The Old Songs, directed by Larry Deters

Reading of Mission and Vision Statements by Dwayne Cooper

Invocation led by Rick Ashby

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

Interim CEO and Secretary Larry Deters (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

2012 Board Members Elect

Joe Cerutti

Gary Plaag

Society Staff

Patty Leveille, Executive Assistant/Office and HR Manager

Rick Spencer, Director of Operations

Heather Verble, Director of Finance

Paul Wietlisbach, Director of Education

Special Guests

Peter Feeney, Harmony Foundation International Chairman Elect
Jim Clancy, Vocal Majority Musical Director

Meeting Appointments

President Lamson appointed:
John Miller as Sergeant-at-arms
Shannon Elswick as Keeper of the Keys
John Schneider as Parliamentarian
Bill Biffle as Parking Lot Attendant
Don Fuson as Governance Advocate

Minutes

Motion made, seconded, and unanimously adopted: to approve the minutes of the July 4-5, 2011 Board meeting.

Motion made, seconded, and unanimously adopted: to approve the minutes of the August 28, 2011 teleconference meeting.

Motion made, seconded, and unanimously adopted: to approve the minutes of the September 25, 2011 teleconference meeting.

Additions to the Agenda

No additions to the agenda were made.

Receipt of Reports

Motion made, seconded, and unanimously passed 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
 - Board Education Committee
 - Hall of Fame Committee
 - Joint Audit Review Committee
 - President's Special Task Force

- Chief Financial Officer

Treasurer's report

The Treasurer introduced Society CFO Heather Verble who presented a review of the Society's September 20, 2011 Financial Report.

Motion made, seconded, and unanimously passed to receive the CFO's report as presented.

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

The Treasurer reported that refinancing of the BHS headquarters building has been negotiated favorably with a lower interest rate than the current building loan. A line of credit has also been established but there are currently no plans to use the line of credit.

Treasurer's Report (attachment #1)

Motion made, seconded, and unanimously passed to receive the Treasurers Report as presented.

Budget 2012

Treasurer, Dwayne Cooper presented the 2012 proposed budget for the Board's review.

Interim CEO, Larry Deters reviewed for the Board his executive summary of Society programs included in the 2012-13 budgets. Discussion was held. Mr. Deters continued with his presentation of major budget assumptions concerning the 2012 Society budget as presented to the Board for their approval.

Motion made, seconded, and unanimously passed to approve the 2012 budget as proposed.

President Lamson reminded the Board that the CEO has the right to request budget revisions to the Board at its Midwinter convention. The final adoption of the 2012 Budget will be addressed at the January 2012 Board meeting.

Two suggested support documents to be added to the budget process going forward are work plans for both the Harmonizer Magazine and the Marketing Initiative.

OLD BUSINESS

President's Special Task Force

The task force sent to the Board their final report which including recommendations regarding minimum sizes for chapters and their suspension and charter revocation. No actions were taken at this time. Motion made, seconded, and unanimously passed to receive the report as presented.

Chapters with fewer members than required to hold a chapter's charter was discussed. President Lamson will charge the Strategic Planning Task Force to study the issues and to bring back to

the Board recommendations that would be feasible for the CEO to implement. The task force should also make recommendations as to any possible rule changes in support of their recommendations.

Management Finance Task Force Report

Rick Ashby presented, on behalf of the Management Finance Task Force, their report. The task force was directed to examine the organization, structure and practices of the Barbershop Harmony Society and Harmony Foundation International to determine issues that do or could create financial difficulties and suggest changes to alleviate these issues. The committee presented to the Board their recommendations.

President Lamson recognized Peter Feeney, 2012 Harmony Foundation International Board of Trustees Chairman, who spoke to the committee's recommendations as viewed by the Foundation Trustees. Discussion was held. Mr. Feeney presented a compromise solution to the plan suggested by the Management Finance Task Force that he would present to the Harmony Foundation Board of Trustees. President Lamson requested that the compromise plan be acted upon by Dec. 1st with results being provided to the Society Board. The Society Board will review Harmony Foundation's recommended proposal at the December Society Board conference call.

Additional discussion was held regarding the committee's recommendation. Motion made, seconded, and passed unanimously to direct the Interim CEO to have the staff examine the possibility of converting to a monthly payment plan for dues as a first option for Society members and report to the board on this issue by the Tucson meeting.

Motion made, seconded, and passed unanimously to receive the Management Finance Task Force report as presented.

Board Education

The Board held two educational sessions one focusing on marketing and brand recognition, facilitated by John Miller and the second focusing on finance and accounting concepts facilitated by Dwayne Cooper.

Jim Clancy, Musical Director of the Vocal Majority was invited to speak to the Board. He addressed the many aspects of the Vocal Majority which he felt have lead to and sustained the chapter's ongoing success.

NEW BUSINESS

Governance and Bylaws

The Governance and Bylaws Committee report was received by the Board as presented which included a recommendation from the committee for the Board to approve the request from the New England Harmony Brigade to become a subsidiary of the Barbershop Harmony Society. After discussion a motion was made, seconded, and unanimously adopted that the Board approve

the formation of the New England Harmony Brigade as a Society subsidiary, subject to the final review and approval of the Articles of Incorporation, Bylaws, and other governing documents by the Society G&B Committee.

Nominating Committee

The Board received the Nominating Committee's report which presented the procedures the committee uses to identify candidates for the Society Board. Attributes and expected skill sets needed on the Board were discussed. President Lamson will share with the committee the Board's recommendation for their consideration while developing the 2013 Society Board slate.

Motion made, seconded, and unanimously passed that the Society President appoint and charge a task force to review the current procedures for the vetting of suggested applicants to the Society Board and include the actions required by the districts in the selection of a pool of qualified candidates.

Annual Planning Cycle Committee

Rick Ashby and Shannon Elswick presented the Committees report. Discussion was held. Motion made, seconded, and unanimously passed to adopt the Three Year Rolling Plan (Aim 1 metrics 1 and 2) for 2012-2014 as noted on the committees report dated July 4, 2011.

Motion made, seconded, and unanimously passed to adopt the Three Year Rolling Plan (Aim 2 metric 1) for 2012-13 as noted on the committees report dated July 4, 2011.

Three Year Rolling Plan (attachment #2)

Strategic Planning Task Force

The committee's future was discussed and it was noted that once the new CEO is appointed the committee will become active once again.

CEO

Interim CEO Larry Deters presented his report to the Board. The following topics were covered: State of the Society, Staff issues, upcoming events, Comcast on Demand (Barbershop on demand), Chapter Visitation Program, Operation Team reports, Executive Limitations, MPL's of Aims and world-wide outreach regarding current and future affiliates.

Paul Wietlisbach, Director of Education, presented to the Board an overview of the status of the Society's Chapter Achievement Program. Updated reports and results will be given to the Board at the March Board meeting for the year 2011 with a final report due at International. Result of the 2011 program will be reported in the summer of 2012 in the Harmonizer.

Motion made, seconded, and unanimously passed to receive the Interim CEO report as presented.

CEO Executive Limitations

Larry Deters, Interim CEO presented his report on the Executive Limitations. The following Executive Limitations were reviewed and discussed with and acknowledged by the Board: Budgeting and Forecasting, Financial Conditions, Conventions, 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
- Board Members' Code of Conduct

CLOSING

Governance Advocate

Don Fuson reported that with only a couple of minor exceptions, he found the Board's Governance process to be in compliance.

Parking Lot

Bill Biffle reported the following Parking Lot items:

1. Update report on plan for the public's general awareness of the BHS (due April 2012)
2. Update on membership plan from Interim CEO by 2012 mid-winter convention.
3. Update report on chapters reporting to CAP program
4. Request from DPs re: to investigate the value of adding VP-Financial Development to mandated district position.
5. President Lamson to establish a task force to review regulations re: chapters with less than minimum membership and charter revocation for "less than viable" chapters
6. Staff will examine the possibility of converting to monthly payment plan for dues as a first option and report to the board by the Tucson meeting.
7. MFTF will examine the feasibility of combining management of investments of both organizations.

8. Society President to appoint task force to study, recommend changes to Nominating Committee vetting of suggested names – especially those from the general membership.
9. Staff to revisit new IT hire
10. MFTF will consider the appropriateness of renaming the Program Fund and determining the appropriate size, if any, of that fund.
11. Staff will add two additional work plans for the budget process, one for the Harmonizer Magazine and one for the Marketing Initiative.
12. District Harmony Marketplace process (staff)
13. CFOs of BHS and HFI will work with Staff to develop HFI monthly payments schedule.
14. Defined Benefit Audit – need to monitor process and be informed of risk of additional assessment - determine size of payout.

Special Recognition

President Lamson recognized Gary Parker and Ted Devonshire for their dedication and work on the Society Board. Both men's terms end December 31, 2011. A rousing round of applause was offered and graciously accepted by Mr. Parker and Mr. Devonshire.

Sergeant-at-arms

John Miller presented to the Board a humorous, thoughtful, and thorough report.

Adjournment

The meeting was adjourned with the singing of Keep the Whole World Singing.

Respectfully submitted,

Larry E. Deters, Secretary