

**Minutes of Board of Directors Midwinter Meeting
Society for the Preservation and Encouragement of
Barber Shop Quartet Singing in America, Incorporated
May 21, 2023 - 8:00 PM CST
Via Zoom Conference Call**

This meeting was called to order by Society President John Santora at 8 pm CST via Zoom call.

The following action was taken:

Quorum: The Executive Secretary, Marty Monson, confirmed the presence of a quorum to President Santora.

The meeting was opened with:

- Reading of Mission/Vision Statements and Purposes by
- Introduction of new Governance & Bylaws Committee Member,

The following people were present:

Society President John Santora
Society Executive Vice President Steve Denino
Society Immediate Past President John Donehower
Society Treasurer Dwayne Cooper
Society Executive Secretary Marty Monson (Non-voting)

Board Members

Jeremy Brann
Blair Brown
Maria Christian
Christian Hunter
Zach Materne
Larry Bomback
Tim Myers
Joe McDonald

Society Staff

Erik Dove, BHS Chief Financial Officer
Robyn Chancey, Executive Assistant

Special Guests

Joe Berger, G&B Committee Chair
Jason Thompson, G&B Committee Asst. Chair
Skipp Kropp, CEO and Staff Evaluation and Compensation Committee Chair
Alan Lamson, Building Sale Relocation and Communication Task Force Chair
Bill Colosimo, Nominating Committee Chair

SBOD Candidates

Gene “Doc” Spilker
Jonah Levinson
Michele Niec
Larry Bomback

BHS Staff:

Marty Monson
Erik Dove
Robyn Chancey

Meeting Appointments

President Santora appointed:

- Joe Berger as Parliamentarian
- Christian Hunter as Parking Lot Attendant
- Christian Hunter as Governance Advocate

AGENDA:**Waiver of Notice Requirement**

- Finance Committee Report and two task force reports submitted within the 5 day requirement.
Waiver approved Joe Berger

Building Task Force

Alan Lamson

- Another task force call at end of the week of May 21, 2023
- We currently have not received any bids
 - Hospitality or residential is most likely use
 - Broker arranged for meeting with architect and task force
 - Met with real estate department discussing attractiveness of our property and the impact of the rise in interest rates and demand in Nashville
 - The results of these meetings produced positive results.
 - Colliers will be reaching out to contacts that they predicted would bid but didn’t and intend to gain feedback from them on why they didnt bid and gather suggestions on what they would recommend should be our next steps in this process.

Performance Reports

State of the Society

- Financial Erik Dove
 - High Level 1st quarter Results
 - 2023 Business Forecast
 - Marketplace music sales price increase
 - Monthly membership discount out of effect EOM April

- Event registrations are below planned
 - Cash Flow
 - Positive impact from the city of Louisville working with Events Manager, Dusty Schleier, to help us achieve approx. 100k in savings
 - We continue to challenge our team to find ways to
 - Remaining 250k within our line of credit
- BHS championship quartets lifetime rollout completed Marty Monson
 - Completed May 1st
 - A Harmonizer article is forthcoming announcing this rollout
- DEI Assessment updates Marty Monson
 - We have assembled a DEI Advisory Committee including a few board members, staff, and other volunteers
 - The position/type of committee is still to be determined.
 - Next steps include involving volunteers in this DEI training and progress.
 - A communications plan is also in the works.
- Workshop update (Value Exchange) Marty Monson
 - Workshops based on the problem statement discussing the value of dues to our society and membership participation
 - As a result, there have many deeper discussions about causal loops and how volunteers contribute, which is a topic we will continue to work through
 - There is a desire to educate our volunteer leadership into the value exchange
 - Next steps include small group work and check in points between now and International convention
- District Quarterly Sessions with Marty have begun Q2
 - We are in the process of refining the District MOU process with Chad Bennett and Joe Cerutti
- Membership and Singing Community Dashboard

BREAKOUT SESSIONS: What does success look like with the settlement agreement? Steve Denino

- “We will know this agreement is working if _____.”
- Breakout group discussion summaries

Strategic Planning Committee

Steve Denino/Zach Materne

- Code of Ethics, Statement of Affirmation and Values
- Apr 12 - value exchange and pilots taking place, DPC value exchange, settlement progress, proposing with the statements of affirmation.
 - Statements of Affirmations & Code of Ethics - bring the ethics code into the 21st century - Larry help plan for that will come to the board in International
 - Inclusion, Service and Humanity (three pillars)
 - Use these pillars as foundation for the refined statements of affirmation

Finance Committee

Dwayne Cooper/Erik Dove

- Committee is focused on numbers and implications on organization (rel'p).
- IRS held \$129k (employee retention credit) was received in May 2023
- Historically looked at org on quarterly basis, but has taken deeper approach to monthly reviews and regular interaction between CFO and Treasurer
 - Committee has been more hands on during these past few months.
- \$1M line matures in September. CFO is in discussions with the bank to extend line availability focused on extending runway through building sale. Awaiting additional Building task force guidance.
 - Different scenarios of borrowing and extending/refinancing as appropriate.

Governance & Bylaws Committee

Joe Berger

Board Operations Manual update:

- G&B now has 30 spellbinding pages of governance that will serve as the building blocks for the new Board Operations Manual.
- The new draft of the BoM will be circulated beginning this week to some writers who have written portions. It will go out no later than June 26 for feedback and comments with the intention of having a new operations manual ready for approval before the end of 2023.

Nominations Committee

Bill Colosimo

- Committee Members: Bill Colosimo (chair), Terry Reynolds, Mo Fields, Cody Harrell
- The committee is keeping the candidates educated with information to bring up to speed on the ongoing journey.
- Race for Relevance – important and encouraged read
- Four Nominees for At-Large positions:
 - Michele Niec, Larry Bombback, Jonah Levinson, Gene “Doc” Spilker
- Uncontested recommendations for Officers
 - John Santora, Steve Denino, Dwayne Cooper

Audit Committee

Dwayne Cooper

- Audit due to bank July 31, 2023
- 2022 BHS field work is completed
- Consolidated audit waiting financials from HFI - uncertain timing
 - HFI has engaged new auditor - timing of component review uncertain
 - Bank waiver may be necessary
 - Regardless of this timing, we will be able to share our stand alone audit at International convention.
 - Maria Christian clarifying question regarding GAAP treatment of consolidation.
 - 990 extension deadline is November 15, 2023

CEO Evaluation and Staff Compensation and Benefits Committee

Skipp Kropp

- The committee is working with Marty on metrics for incentive compensation for 2023 to be presented as recommendation to the board.
- We are scheduled to meet on this before International convention.

Settlement Implementation Task Force

Steve Denino

- Task Force report shared
- Ambiguities in Settlement Agreement being discussed
 - The definition of “BHS Fundraising Activities” and what that entails
 - Who is responsible for messaging and fundraising strategy
 - Conversation question about BHS Fundraising Employees as formally on HFI payroll

2024+2 Plan & Budget Update

Marty/John Santora

- March 26, 2023 marks the formal approval of full 2023 Business Plan & Budget
 - This included out year-guidance
- Problem Statement:
 - With the risk of a building sale not occurring by the end of 2023, the recently approved 2023+2 budget incorporated a building sale transaction with investment proceeds being integrated into the 2024 business plan which, at this point, may be at risk.
 - Budget will be determined in part by the recommendations of the Building Sale Task Force and Sale timing clarity/guidance
 - Monday International - Board training/work sessions being contemplated for Monday morning with the formal board meeting on Monday afternoon.
 - Schedule is still somewhat in flux but will need engagement of Harmony Hall and committees (Finance/SPC) to work on scenario planning for International convention planning session.
 - Goal is to focus on several key strategies and outcomes for consideration and modeling.

Parking Lot

Christian Hunter

- Gold Medalist Announcement in the Harmonizer
- Steve Denino to provide summarized conversation points from breakout sessions
- G&B release of Board Operations Manual to the board by June 26, 2023
- Marty to provide Additional information for 2024+

Good News!

Marty Monson

- The daughter of Robert Ward (member of the Grand Central Red Caps) , Lauren Ward Parsons, will visit Harmony Hall on June 1st. Clifton Boyd was able to find Lauren during his process of writing his dissertation. We extend a physical and virtual invitation to attend a Zoom conference

meeting hosted at Harmony Hall with the opportunity to learn more about Laurens experience growing up with her father.

Adjourn