

# Barbershop Harmony Society Board Operating Manual



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# Purpose of the Society Board Operating Manual

1. To provide SBOD members with a roadmap for performing their job as a board member, and
2. To articulate the HOW of board actions in answer to the Society bylaws' WHAT and WHY.

# I. Guiding Principles

## A. Mission

To bring people together in harmony and fellowship to enrich lives through singing.

## B. Vision

Everyone in Harmony

## C. Strategic Plan

### 01. The Heart of the Strategic Plan



Strong strategic plans have arms that extend into the arenas that collectively ensure an organization's success. Those arms should not be so unmanageable that attention is too much divided; rather the focus should be on those true extensions that will contribute the most to overall success. It's what makes a strategic plan.... strategic.

But a strategic plan also needs a pulse. It needs to be alive and coursing blood and energy and support and sometimes even rejuvenation into those "arms" to keep it strong and sustainable. It needs a core. It needs a heart. For the Barbershop Harmony Society, that heartbeat emanates from the simple premise of barbershop singing. And that barbershop singing defines our purpose and allows for the creation of support mechanisms to keep our singing always at the forefront. It is the culture of the organization that keeps us breathing. Culture is our behavior. And by living in both the musical and organizational culture of our purpose, we can trust that our heart will beat into future generations.

## 02. Prioritized List of Strategic Elements

The Strategic Plan elements are listed in order of priority (#1 being the highest priority) at Appendix D for the current year as approved by the Board in January of each year. It includes slight revisions to the definitions of some of the elements as agreed upon during SBOD discussion.

## II. Governance Process

### A. Governing Style

The Board will govern with a style emphasizing outward vision rather than an internal preoccupation. The Board will encourage diversity in viewpoints and strategic leadership: There must be a clear distinction between Board and CEO roles, with collective rather than individual decisions as noted herein (see SP-CEO relationship). More specifically, the Board will:

1. Operate with collective mindfulness of its obligation to present and future members. It will allow no officer, individual, or commissions of the Board to hinder or be an excuse for not fulfilling this commitment.
2. Enforce whatever discipline is needed to govern with excellence. Irrespective of roles, discipline will apply to matters such as attendance, policy-making principles, speaking with one voice after discussing issues. Decisions are made, and the continual improvement of Board processes and capabilities is ensured.
  - a. Continual redevelopment will include orientation of new members to the Board's governance process and periodic Board discussion of process improvement.
  - b. The Society President is responsible for addressing any issue of concern directly with a Board member who is not meeting expectations established in this and other governing documents.
  - c. Remember that they have no constituency of members; rather, responsibility to the corporation is their primary obligation.
3. Focus on the long-term impacts of policy.
4. Be responsible for excellence in governing.
5. Monitor and discuss the Board's process and performance quarterly.
6. Basic Expectations of a Board Member
7. Even though barbershop singing is a hobby-based organization, SBOD membership/leadership is not a hobbyist participation. There is an expectation that the successful SBOD candidate for either a directorship or an officer position understands that full active participation is expected. Not only is attendance at meetings expected, but adequate preparation for active participation in those meetings is the standard.



## B. Board Duties

### BHS Board Duties Matrix

	A. Duty of Care	B. Duty of Loyalty	C. Duty of Obedience	D. Duty to Bylaw 3.03
1	Act in good faith	Act in the best interest of the organization rather than private gain	Remain faithful to and pursue the purposes of the organization	Furtherance of Society Purposes
2	Act with ordinary care	Act with an expectation of candor, unselfishness and good faith	Follow governing documents of the organization	Attainment of Society Objectives
3	Act in a manner believed to be in the best interest of the corporation	Maintain confidential information	Follow applicable laws	Spread of Barbershop Harmony throughout the World
4			Follow restrictions imposed by donors	
5			Satisfy all reporting and regulatory requirements	

The Board should review all proposals against the following protocol:

1. Is it prohibited or allowed by our bylaws or other governing documents?
2. Is it prohibited or allowed by the Board Policy Manual?
3. If there is no prohibition and it is allowable then the action may proceed subject to any new restrictions or limitations the Board may choose to add.

## C. Conflict of Interest

The board expects ethical and businesslike conduct of itself and its members. This commitment includes proper use of authority and appropriate decorum, both in group and individual behavior settings when acting or perceived to be acting as Board members.

1. Board members must represent loyalty without conflict to the interests of the current and future Society members. This accountability supersedes any conflicting loyalty such as that to advocacy or special interest groups and membership on other boards or staffs. This accountability supersedes the personal interest of any Board member acting as an individual consumer of the Society's services.
2. Board members must avoid any conflict of interest.
  - a. There must be no self-dealing or any conduct of private business or personal services between any Board member and the Society or its subsidiaries except as procedurally controlled to assure openness, competitive opportunity, and equal access to "inside" information.
  - b. Board members must not use their positions to obtain employment in the Society for themselves, family members, friends or close associates.
  - c. Should a board member be considered for employment, the Board member must temporarily withdraw from Board deliberation, voting, and access to applicable Board information.
3. Board members shall not attempt to exercise individual authority over the Society except as explicitly set forth in Board policies.
  - a. Board members' interaction with the CEO or with staff must recognize the lack of authority in any individual Board member or group of Board members except as noted in the relationship between the Society President and the CEO.
  - b. Board members' interaction with the public, press, or other entities must recognize the limitation and the inability of any Board member or Board members to speak for the Board except for the President as given in
  - c. Board members will make no conflicting statement regarding judgment of the CEO or staff performance to non-Board members, nor within the Board except as that performance is assessed against explicit Board policies by the official process.

## D. Board Conduct

At barbershop events, individual board members are expected to behave in a manner that does not negatively impact the organization's image, reputation, or professionalism, or interfere with the enjoyment of other attendees.

### III. Responsibilities of the Board

#### A. The Barbershop Style

The Society Board has the primary responsibility to preserve the barbershop style and encourage others to do the same. Implicit in this responsibility is a responsibility to another constituency, the Society's membership. The SBOD's committee, the Society Contest and Judging Committee (SCJC), assists the board in preserving the barbershop style through the statements of policy, processes, category descriptions, and definitions related to competitions for the encouragement of barbershop singing.

#### B. Fiduciary Responsibility

Fiduciary duty requires board members to stay objective, selfless, responsible, honest, trustworthy, and efficient. This includes monitoring financial performance, approving budgets, and making decisions that safeguard the Society's financial stability and long-term viability and success.

#### C. Annual Planning

The Society board, as a function of the annual planning cycle shall:

1. Ensure that there is an annual plan aligned with the BHS strategic plan in place prior to the start of a calendar year.
2. Ensure that there is an annual budget in place prior to the start of a calendar year that aligns planned expenditures and expenses with the annual plan
3. Personally make a significant financial contribution to Harmony Foundation International (HFI) for BHS programs.

## IV. Society Code of Ethics, Core Values, and Statements of Affirmation

### A. Code of Ethics

The BHS Board of Directors (the “Board”) acknowledges that the actions and behaviors of all people in barbershop are a critical part of our culture. To that end, the Barbershop Harmony Society (“BHS” or the “Society”) Code of Ethics is guided by our Core Values and Statements of Affirmations.

### B. Core Values

- a. Inclusion  
BHS members welcome all singers and potential singers into our community and create environments for them to thrive regardless of their circumstances or abilities.
- b. Service  
BHS members regularly give our time, talent, and treasure to support the organization and ensure it thrives in perpetuity.
- c. Humanity  
BHS members assume positive intent, treat others with integrity and respect, and embrace opportunities to learn and improve.

### c. Statements of Affirmation

- a. We change lives through close harmony singing
- b. We embrace opportunities to grow as musicians and as people
- c. We go out of our way to welcome others
- d. We treat each other with dignity
- e. We celebrate shared successes
- f. We foster, encourage, and enable others’ growth
- g. We encourage all to contribute in meaningful and impactful ways
- h. We respect and acknowledge our differences
- i. We create an environment where everyone can participate and be empowered to succeed
- j. We elevate one another musically and personally

Taken together, the Core Values and Statements of Affirmations exemplify what is considered a “person of good character and reputation.” The Society Code of Ethics, therefore, rests on the primary principle that members shall not, through actions or words, discriminate against or cause financial, emotional, or physical harm to another member, supporter, or patron at a barbershop event.

The following list, which is not necessarily exhaustive or exclusive, lists specific behaviors that are a clear violation of the Code of Ethics/Conduct. Violations of the Code of Ethics may result in a reprimand, suspension, or expulsion of Society membership as further outlined in Paragraph X. of the BHS Ethics Complaint Process.

#### Discrimination

- Acts or words that discriminate based on race, ethnicity, national origin, sex, gender, gender identity, sexual orientation, religion, disability, or disease
- Creating an unsafe environment through discriminatory words or acts
- Gender or sexual-based harassment

#### Financial Misconduct:

- Theft of property
- Fraud in financial dealings
- Conflict of interest in leadership or financial dealings
- Embezzlement

#### Emotional

- Use of social media to falsely malign another Society member
- False statements against a Society Member distributed by means other than social media
- Sexual Harassment, which is not the same as “gender or sexual-based violence,” but remains a concern of The Society Board. Sexual Harassment is any behavior that causes distress, feelings of a lack of safety, or physical harm to another person based on their actual or perceived race/ethnicity, religion, age, gender, gender expression or identity, socioeconomic status, disability, sexual orientation, citizenship status, geography, place of origin, marital status, or familial status. Harassment does not need to have malicious intent; the impacts on the person reporting the harassment must be addressed regardless of the intent. Displays of derogatory or offensive pictures, graffiti, or materials towards people because of one of the identities listed above; demeaning remarks, jokes, or innuendos about another Society member or group of members, guests, staff, volunteers, and not necessarily a member of the groups mentioned, are also forms of harassment.

#### Physical

- Gender or sexual-based violence
- Threat of violence
- Sabotage or vandalism of property

## V. The Society Board

### A. Board Individual Job Descriptions

#### 01. Officers

##### a) President

The Society President (SP) is the chairperson of the board and exercises general supervision and coordination over all of its activities. The SP acts on behalf of the board in day-to-day interactions with the CEO providing guidance to the CEO as necessary. The SP's duties and requirements are found at Appendix B.

##### b) Executive Vice President

In the absence of the SP, the EVP performs those duties. The EVP chairs the SPC. The EVP's duties and requirements are found at Appendix B.

##### c) Treasurer

The treasurer shall have overall supervision for the preparation and implementation of the annual budget working together with the SP, CEO, CFO, SBOD committee chairs, and other stakeholders. The Treasurer shall also receive and respond to financial requests outside of the budgeting process and seek Board guidance as may be necessary on the request.

The Treasurer's responsibilities and requirements are found at Appendix B.

##### d) Secretary

The Secretary shall be responsible for promulgating the board's position on various subjects. Any statement purporting to be the "voice of the board" will have first been approved by the Secretary on behalf of the board. This officer's responsibilities include board meeting preparation and related activities. The secretary's responsibilities and requirements are found at Appendix B.

##### e) Immediate Past President

The IPP's responsibilities and requirements are found at Appendix B.

#### 02. Directors

##### a) Board Members At Large

The Director's Job Description is found in Appendix B.

#### 03. Ex-Officio

##### a) CEO

The CEO Job Description is found at Appendix B.

##### b) HFI CEO is an ex officio board member.

### B. Key Relationships

#### 01. Board - CEO Relationship

The CEO is the senior employee of the Society, with reporting functions to the Board when it is in session, and to its representative - the Society President - at all other times.

## 02. Board - Society President

The Society President shall speak on behalf of the Board and is empowered to make decisions in matters of an executive or administrative character where the policy of the Board has been established or when an emergency exists.

The Society President is required to inform the Board of any discussions with the CEO that may require Board support.

## 03. Society President - Officers

The Society President shall regularly consult with the SBOD on all matters of discussion (both positive and negative) with the CEO.

## 04. Society President - CEO

The CEO is required to inform the Society President in advance of any/all discussions/decisions with staff or others that eventually may require Board support.

The CEO must at all times inform the Society President *in advance* of any and all significant challenges and opportunities, including matters of a financial, legal and/or reputational nature. In addition, the CEO must be forthcoming and inform the Society President early in the process of those explorations and discussions that could eventually prove to cause substantive changes to the Society's business model, key operations, events and other services.

## **VI. BOARD COMMITTEES**

### **A. Definition**

Board committees are working groups that perform tasks on behalf of the board.

### **B. Committee Types**

#### **01. Standing Committee**

A continual, ongoing activity whose reason for being is found in the bylaws.

#### **02. Task Force**

Has a goal and stated end.

### **C. Common Procedures**

#### **01. Annual Budgeting**

The chairperson of each board committee is responsible for submitting a budget request to the Treasurer for consideration as a part of the annual budget cycle.

#### **02. Fiscal Responsibility**

The chairperson of each board committee is responsible for delivering the responsibilities of the committee within the constraints of the submitted budget.

### **D. Specific Committees.**

The SP is a member of each committee ex officio; the CEO is a member of those committees as indicated in the attached appendices.



## 01. Audit Committee

<b>Type</b>	Board Committee
<b>Charter</b>	<p>The duties of the committee shall be:</p> <ol style="list-style-type: none"> <li>1) To assist the Society Board to fulfill its fiduciary responsibility with respect to the internal auditing and financial practices of the Society.</li> <li>2) To make recommendations to the Society with respect to the appointment of independent auditors for the Society, and to review the performance of such auditors.</li> <li>3) To monitor the accounting practices, procedures and internal controls of the Society, and to make recommendations with respect to the same.</li> <li>4) To review all significant changes in accounting policies.</li> <li>5) To report to the Society Board at least annually at the annual meetings of the Board, addressing specific actions taken by the committee, and matters requiring action by the Society Board.</li> <li>6) To provide such other information and service as may be necessary or useful to the Society Board in discharging its financial duties and responsibilities.</li> </ol>
<b>Authority</b>	SBOD, bylaws
<b>Membership</b>	Three members, at least one of whom is a CPA and one who is not a member of the SBOD. Term of service is three years and appointment is by the SP.
<b>Meeting Frequency</b>	As deemed appropriate
<b>Reporting to the Board</b>	At least annually, to review the draft annual audit report and 990 filing, to recommend receipt of those documents by SBOD.

## 02. Leadership Development Committee

<b>Type</b>	Standing Committee
<b>Charter</b>	<p>The Board Development Committee shall:</p> <ul style="list-style-type: none"> <li>• Engage the officers of the Board to plan and determine the future needs (skill sets) of the Board to include leadership qualities, willingness to surrender individual agendas, and succession planning.</li> <li>• Bring forward qualified potential board members as candidates for the Board to replace those current members whose terms of office will be expiring.</li> <li>• To provide the SP, upon request, with candidates for various Society committee positions.</li> <li>• Provide feedback to board members for the purpose of individual development. To perform this task, the Committee Chair will be present at all open Board meetings, and executive sessions upon invitation of the SP.</li> </ul> <p>The Board Development Committee may:</p> <ul style="list-style-type: none"> <li>• Recommend modifications to existing procedures of the committee for review and potential approval by the Board</li> </ul>
<b>Authority</b>	SBOD, Bylaws
<b>Membership</b>	<ul style="list-style-type: none"> <li>• Chair (a former member of the Board) <ul style="list-style-type: none"> <li>○ 5-year term</li> </ul> </li> <li>• Other members <ul style="list-style-type: none"> <li>○ 5-year terms each, staggered</li> <li>○ Former Board member or have served on a Society-wide operational committee</li> <li>○ Total number dictated by the SP</li> <li>○ Geographically diverse</li> </ul> </li> </ul>
<b>Meeting Frequency</b>	As required
<b>Reporting to the Board</b>	Regularly but at least twice quarterly

### 03. CEO Evaluation and Staff Compensation Committee

<b>Type</b>	Standing Committee
<b>Charter</b>	The purpose of the committee is to ensure the success of the CEO by accurately defining the job description to which the CEO is held accountable, and to develop and utilize a method by which the CEO is annually evaluated as to competences, achievements, and areas of improvement.
<b>Authority</b>	SBOD, Bylaws
<b>Membership</b>	The committee shall consist of the SP, EVP, Treasurer, and two at-large members who may or may not be SBOD members, At-Large Members are appointed annually by the SP; others are ex officio members. The CEO attends these meetings when invited by the Chair.
<b>Meeting Frequency</b>	As required
<b>Reporting to the Board</b>	At least semi-annually

## 04. Finance Committee

<b>Type</b>	Standing Board Committee
<b>Charter</b>	<p>The responsibilities of the Committee shall be:</p> <ol style="list-style-type: none"><li>1) Provide direction to and assist the SBOD to fulfill its fiduciary responsibility with respect to financial practices of The Society.</li><li>2) Review, at least annually, the Society's revenues (from all sources) and expenditures, balance sheet, investment strategy and asset allocation, internal accounting practices, procedures and controls of the Society, accounting policies, and any other matters that are related to the Society's continued solvency and report the results of that review to the Board.</li><li>3) Review and recommend the annual budget as prepared by the Treasurer prior to submission to the Board for approval.</li><li>4) Ensure the maintenance of an appropriate capital structure.</li><li>5) Oversee the maintenance of Society-wide assets.</li></ol>
<b>Authority</b>	Bylaws
<b>Membership</b>	Society Treasurer (Chair), CFO, Immediate Past President, at least two at-large board members, non-SBOD members at the discretion of the SP. The CEO is a guest when invited to attend by the Chair.
<b>Meeting Frequency</b>	Quarterly
<b>Reporting to the Board</b>	Quarterly, and as needed for budget, audit and other matters.

## 05. Governance and Bylaws Committee

<b>Type</b>	Standing Board Committee
<b>Charter</b>	<p>The Governance and Bylaws committee shall:</p> <ul style="list-style-type: none"> <li>● Manage, maintain and publish Society governance documents <ul style="list-style-type: none"> <li>○ Bylaws</li> <li>○ Policies</li> <li>○ Board Operations</li> <li>○ Procedures pertaining to all board committees</li> </ul> </li> <li>● Interpret and enforce Society governance documents</li> <li>● Interpret and enforce process documents <ul style="list-style-type: none"> <li>○ Robert's Rules</li> <li>○ Modified Carver Model</li> </ul> </li> <li>● Document all interpretations of governance and process documents</li> <li>● Offer consultation on legal matters <ul style="list-style-type: none"> <li>○ G&amp;B shall lead all matters where consideration for outside counsel is concerned</li> </ul> </li> <li>● Serve as governance advocate in Society board meetings</li> <li>● Publish interpretation of procedural documents</li> </ul>
<b>Authority</b>	Bylaws
<b>Membership</b>	<ul style="list-style-type: none"> <li>● Chairman (expected longevity of five years in the role) but serves at the wishes of the SP. They are expected to have a legal background but they do not provide legal services to the SBOD.</li> <li>● Current Executive Vice President of the Society</li> <li>● Persons with legal background (do not need to be an attorney) <ul style="list-style-type: none"> <li>○ To be clear, members do not offer legal advice <ul style="list-style-type: none"> <li>■ Members measure the need The Society might have to engage outside counsel.</li> <li>■ Members will author the interpretations of governance and process documents</li> </ul> </li> </ul> </li> <li>● One member must be a technical writer (much like a paralegal)</li> <li>● The CEO is an ex officio member of this committee.</li> </ul>
<b>Meeting Frequency</b>	As required by the committee chair or SP acting on behalf of the Board.
<b>Reporting to the Board</b>	In advance of the Winter Board meeting and the International (summer) meeting and more frequently as required.

## 06. Philanthropic Development Committee (was Development)

<b>Type</b>	Standing Board Committee
<b>Charter</b>	<p>The committee shall:</p> <ol style="list-style-type: none"> <li>1) Support a working relationship between the Barbershop Harmony Society and Harmony Foundation International (HFI).</li> <li>2) Represent the BHS in implementation, planning, and execution efforts with HFI.</li> <li>3) Work with the BHS CEO to clarify BHS participation in BHS/HFI fundraising activities.</li> <li>4) Coordinate ad-hoc efforts as deemed necessary by both organizations to support the execution of the new relationship between BHS/HFI.</li> </ol>
<b>Authority</b>	Bylaws
<b>Membership</b>	<p>The Committee is chaired by the Society Treasurer with five other members, one of whom must be an SBOD member.</p> <p>The CEO is an ex officio member of this committee. He is not counted against the membership number of five.</p>
<b>Meeting Frequency</b>	As required by the SP or when an update is appropriate as determined by the chair.
<b>Reporting to the Board</b>	When deemed appropriate by the Committee Chair but at least biannually

## 07. Strategic Planning Committee

<b>Type</b>	Standing Committee
<b>Charter</b>	<ul style="list-style-type: none"> <li>• Serve as liaison between the Board and the CEO to ensure the efficient creation and implementation of the Society's strategic planning process and the creation of the annual and rolling three-year plans as described in Society Board Policy III G "Strategic Planning Process &amp; Annual Board Planning Cycle."</li> <li>• Work with the CEO to ensure that he has all the information from the Society Board that he needs to accomplish his tasks relative to the annual Board planning cycle.</li> <li>• Monitor the progress of the CEO in meeting the deadlines for reports and actions required by the strategic planning process and annual Board planning cycle.</li> <li>• Collaborate and consult with the CEO in the development of all material and reports required by the strategic planning process and annual Board planning cycle.</li> <li>• Ensure that the Society Board meets its deadlines, reporting requirements, and accomplishes the timely adoption of outcomes, metrics, etc. as required by Society Board Policy III G "Strategic Planning Process &amp; Annual Board Planning Cycle."</li> <li>• Collaborate with the CEO to draft the three-year rolling plan based on the approved Strategic Plan and Strategic Roadmap.</li> <li>• As part of the strategic planning process, review the approved Strategic Plan and Strategic Roadmap and recommend for Society Board approval the continuation, modification, addition or replacement of the Strategic Plan/Roadmap as appropriate.</li> </ul>
<b>Authority</b>	
<b>Membership</b>	Chaired by the EVP, this committee is comprised of four other SBOD members and the CEO.
<b>Meeting Frequency</b>	Monthly and as required
<b>Reporting to the Board</b>	Reporting to the Board via committee update for Board meetings

## VI. Appendices

### A. Presidential Appointments to Board Committees



## ***B. JOB DESCRIPTIONS***

***Title: CEO***

***Creation Authority: Society Bylaws***

***Term: Indefinite***

***Required & Desired Background:***

Need this from the CEO eval committee.

### ***Duties:***

- Provide vigorous, dynamic, visionary, and strategic leadership and management for the BHS organization.
- Devise creative strategies and plans that help chapters and districts grow membership and increase the percentage of retention of membership society wide. Included in this is to develop new points of entry to increase involvement and engagement.
- Expand the global awareness and impact of barbershop harmony by engaging and collaborating with all barbershop organizations and the choral ecosystem identifying common areas of interest.
- Continual optimization of our operational impact and alignment to deliver products and services to BHS singing communities and people interested in barbershop (PIB) through highly effective operational leadership (staff and volunteers).
- Take the organization into the future. Creating a culture of innovation. This includes the use of technology, systems and marketing, to better serve membership, communication – grow the barbershop ecosystem – and expand the exposure for the Barbershop Harmony Society.
- Represent the BHS to the public as its operational voice. This includes being a visible dynamic leader to the membership, having a visible role at conventions.
- Achieve effective and ongoing communication with the membership of the organization.
- Encourage open communication between districts, chapters, subsidiaries, alliances and all other singing communities.
- Work to maintain the financial stability of the corporation and mitigate risk.
- In support of the treasurer's responsibility to create a budget, provide operational needs that align with the mission of the corporation for Board approval, then deliver on that budget, and manage the Society's resources within the budget's guidelines.
- is accountable for establishing and implementing a comprehensive long-range BHS development and fundraising plan. Such plan shall:
  - Be coordinated with identified third parties to help and assist in the achievement of the short and long-range BHS Development success.
  - Incorporate private individual donors, institutional funders and corporate funders.
  - Result in a healthy mix of funding for operations, programs, capital investments, new initiatives and endowment growth.

- Oversee the most critical services to members and chapters including but not limited to BHS conventions, Society sponsored educational and administrative instructional events, and district and chapter dues processing services.
- Work closely with the District Presidents in the negotiation and implementation of district MOUs which foster cooperation and mutual progress toward common goals.
- Achieve effective and ongoing communication with the Board of Directors and submit monitoring data required by board policies or Executive Limitations in a timely, accurate and understandable fashion.
- Report in a timely manner actual or anticipated noncompliance of any board policy or Executive Limitation.
- Support the operations and administration for the Board of Directors.
- Effectively motivate and manage staff to great engagement, productivity, and satisfaction. Manage the human resources according to personnel policies and procedures that fully comply with laws and regulations.
- Achieve effective and ongoing communication with the staff of the organization.
- Identify, mentor and prepare an “interim” CEO who could step into the temporary CEO role and manage the BHS affairs until a successor has been identified.
- Effectively promote and integrate the open contest model and activities into the current or modified BHS contest and convention structure.
- CEO is accountable for maintaining a base level of support (critical expense) for achieving the long-term fundraising goals.
- CEO is accountable for ensuring the BHS service level and brand quality of direct corporate internal donor services, policies and processes, including gift processing, acknowledgement and gift stewardship for BHS Fundraising Activities.
- CEO is accountable for integrating diverse philanthropy strategies with broader growth plans supporting a holistic relationship with donors, members, PIBs, volunteers and singing communities.
- CEO is accountable for identifying, crafting and refining fundable programs and projects, both existing and new, with the highest possible funder appeal, impact and budget contribution.
- CEO is responsible for ensuring corporate compliance with all relevant regulations and laws, maintaining accountability standards to donors and ensuring compliance with code of ethical principles and standards of professional conduct for fundraising professionals.

***Title: SOCIETY BOARD PRESIDENT***

***Creation Authority: Bylaws***

***Term: Two Years, Not Renewal***

***Desired Background:***

- Society member for at least five years, member in good standing.
- Possesses experience, knowledge, talent, leadership, communication skills, judgment, and expertise that will enable them to be an effective president.
- Willing to chair at least six Society Board meetings each year
- Committed to, and possessing an understanding of, the vision and mission of the Society.
- Willing to be accountable for the performance of the Board.
- Committed to, and possessing a demonstrated ability in teamwork.
- Experience in governance, and willing to focus on strategic management of programs. regarding vision, and operational planning and establishment of annual, measurable performance targets.
- Able to bring fresh perspectives and add diversity to the Board and its committees.
- Willing to give up any current assignment on a committee and task force, and not be an advocate for any district, chapter, committee, task force, or program.
- Has served at least one full year as a director prior to their nomination.
- Maintains, and regularly uses, access to e-mail.

***Duties:***

- Preside at all meetings of the Society Board.
- Act as the day-to-day interface with the CEO providing direction on behalf of the SBOD.
- Appoint members of all Board committees and task forces in accordance with Society rules and regulations.
- Ensure that Board members receive annual performance evaluations in accordance with board policies.
- Make decisions in matters of executive or administrative character where the policy of the Board has been established, where a decision needs to be made, or on an emergency exists.
- Serve as a member of the CEO Evaluation Committee.
- Serve as a member of the Compensation and Benefits Committee.
- Perform such other duties as may be imposed upon them by the bylaws or as may be assigned to them by the Society Board. Directly communicates with: Society Board; Society CEO; Board committee chairmen; Society members through *The Harmonizer*, at conventions, and in the community.

***Title: EXECUTIVE VICE-PRESIDENT***

***Creation Authority: Society Bylaws Article***

***Elected: Society Board***

***Term: 2-year, renewable***

***Desired background/capability:***

- Society member in good standing.
- Possesses experience, knowledge, talent, leadership, communication skills, judgment and expertise that will enable them to be an effective executive vice president • Committed to, and possessing an understanding of, the vision and mission of the Society.
- Has served at least one full year as a director prior to their nomination.
- Willing to prepare for, and participate in, at least six Society Board meetings each year.
- Willing to be accountable for the performance of the Board
- Committed to, and possessing a demonstrated ability in teamwork.
- Experience in governance, and willing to focus on strategic management of programs. regarding vision, and operational planning and establishment of annual, measurable performance targets.
- Able to bring fresh perspectives and add diversity to the Board.
- Willing to give up any current assignment on a committee and task force, and not be an advocate for any district, chapter, committee, task force, or program.
- Maintains, and regularly uses, access to e-mail.

***Duties:***

- Preside at meetings of the Society Board in the absence of the Society president.
- Do everything in their power to assist the president and the Board in carrying out the policies and objectives of the Board.
- Serve as a member of the CEO Evaluation Committee.
- Serve as a member of the Compensation and Benefits Committee.
- Act as liaison between the district presidents and the Board.
- Perform such other duties as may be imposed upon them by the bylaws or as may be assigned to them by the president or by the Society Board.
- Act as Chair of the SPC.
- Directly communicates with Society president and Board members; district presidents; Society CEO; Board committee chairs.

***Title: IMMEDIATE PAST PRESIDENT***

***Creation Authority: Society Bylaws Article 5.08***

***Elected: Not elected; Bequeathed by Divine Right***

***Term: Until A Qualified Successor Is Available***

***Desired Background/Capabilities:***

- Same requirements as those for the Society President

***Duties:***

- Do everything in their power to assist the president and the Board in carrying out the policies and objectives of the Board.
- Serve as a member of the CEO Evaluation Committee.
- Serve as a member of the Compensation and Benefits Committee.
- Perform such other duties as may be imposed upon him by the bylaws or as may be assigned to them by the president or by the Society Board.
- Directly communicates with: Society president and Board members.

**Title: TREASURER**

**Creation Authority: Society Bylaws Article 5.11**

**Elected: Society Board**

**Term: 1-year, renewable**

**Desired background/capability:**

- Society member in good standing.
- Possessing experience, knowledge, talent, leadership, communication skills, judgment, and specialized financial expertise and experience as Controller/Treasurer/CFO, or extensive public accounting experience auditing medium-to-large-size corporations, that will enable them to be the lead agent on financial matters and an effective liaison between the Society Board and the CEO.
- Experience in the non-profit sector and CPA is a plus.
- Committed to, and possessing an understanding of the vision and mission of the Society.
- Willing to prepare for, and participate in, up to six Society Board meetings each year.
- Committed to, and possessing a demonstrated ability in teamwork.
- Experience in governance, and willing to focus on strategic management of programs regarding vision, and operational planning and establishment of annual, measurable performance targets.
- Able to bring fresh perspectives to the Board.
- Willing to give up any current assignment on a committee and task force, and not be an advocate for any district, chapter, committee, task force, or program.
- Possessing computer skills needed to be an effective treasurer.
- Maintains, and regularly uses, access to e-mail.

**Duties:**

- Prepares the annual Society budget.
- Provides financial oversight, advice and counsel, to the Society Board, Chief Executive Officer (CEO) and Chief Financial Officer (CFO).
- Works with the Society CEO and CFO to ensure that appropriate and clear financial reports are made available to the Board on a timely basis.  
Performs in depth review of financial reports prepared by the CFO and CEO, investigating any significant variances from budget or any other questionable items.
- Acts as the Board's liaison to the Society's outside auditors, as needed, regarding the overall financial statement audit as well as providing input into key issues that may arise; also serving as the Board liaison to the Society's Audit Review Committee.
- Presents the completed financial statement audit to the Board, answering any questions that arise.
- Advises the CEO on the development of Society fiscal policies and practice, reviewing them with the Board when appropriate.
- Provides counsel to the Society's CEO and CFO and all other individuals who input needs to the treasurer regarding annual budget assumptions and reviews the initial balanced budget draft before presentation to the Society officers and Board.
- Working with the Society Investment Advisory Committee, monitors the investment policy for Society funds.

- Serve as a member of the CEO Evaluation Committee
- Serve as a member of the Compensation and Benefits Committee

***Title: SECRETARY***

***Creation Authority: Society Bylaws Article***

***Elected: Society Board***

***Term: One Year Renewable***

***Desired Background/Capabilities***

- Society member in good standing
- Possesses experience, knowledge, talent, leadership, communication skills, judgment and expertise that will enable them to be an effective secretary
- Possesses the skills to express themselves clearly and concisely orally and in writing

***Duties:***

- When called upon by the Society president, provides the voice of the Board both written and orally to members and the public.
- With coordination with the Society president and CEO, prepares meeting agendas and support documents to include read-aheads for SBOD preparations.
- Drafts minutes within two weeks after conclusion of the meeting for review by the SBOD.
- Willing to prepare for, and participate in, at least six Society Board meetings each year
- Willing to be accountable for the performance of the Board.
- Committed to, and possessing a demonstrated ability in teamwork.
- Experience in governance, and willing to focus on strategic management of programs regarding vision, and operational planning and establishment of annual, measurable performance targets.
- Able to bring fresh perspectives and add diversity to the Board.
- Willing to give up any current assignment on a committee and task force, and not be an advocate for any district, chapter, committee, task force, or program.
- Maintains, and regularly uses, access to e-mail.



***Title: DIRECTOR-AT-LARGE***

***Creation Authority: Society Bylaws***

***Elected: Society Board***

***Term: 3 years, not renewable***

***Desired background/capability:***

- Society member in good standing.
- Committed to, and possessing an understanding of, the vision and mission of the Society.
- Willing to be accountable for the performance of the Society board.
- Committed to, and possessing a demonstrated ability in, teamwork.
- Possessing experience, knowledge, talent, leadership, communication skills, and judgment that will enable them to be an effective Board member.
- Willing to prepare for, and participate in, up to a minimum of six Society Board meetings each year.
- Experience in governance, and willing to focus on strategic planning and policy issues and the establishment of annual, measurable performance targets.
- Able to bring fresh perspectives and add diversity to the Board.
- Willing to give up any current assignment on a committee and task force, and not be an advocate for any district, chapter, committee, task force, or program.
- Maintains, and regularly uses, access to e-mail.

***Duties:***

- Prepare for, and actively participate in, the meetings of the Board.
- Prepare for and participate in the planning meetings, and meetings of all committees or task forces to which assigned.
- Perform such other duties as may be assigned to them by the president or by the Society Board.
- Directly communicates with the Society President, Board members, and represents the Board at all Society events.

## C. List of Strategic Elements Listed by Priority

### Leadership Development Committee

#### *BOARD NOMINATION/ELECTION PROCESS*

The Chair of the Leadership Development Committee is responsible for the nomination process and supports G&B in the Election process. The Chair is additionally responsible:

- To provide individual SBOD members with coaching opportunities.
- To engage the officers of the Board to plan and determine the future needs of the Board. “Future needs” includes leadership qualities, willingness to surrender individual agendas, succession planning, and specific skill sets.
- To provide the SBOD with qualified and talented candidates to the SBOD to replace those current members whose terms of office will be expiring.
- To provide the Society President (only when called upon) with suggestions of people for various Society committee appointments.

### **Board Officers and Directors**

Qualifications: Each candidate for a director or officer position within The Society shall be a Society Member in good standing as defined in the Society bylaws. Additionally, candidates for the position of Society President and Executive Vice President must have served at least one full year as a director prior to being nominated.

The election shall normally take place at the summer meeting of the Board. The SP and EVP will be elected to a two-year term; the SP may not run for re-election; the EVP is eligible to run for a second two-year term. The treasurer and secretary will be elected to a one-year term and shall be eligible for consecutive succeeding terms.

Membership: The Leadership Development Committee Chair must be a former SBOD member. Other members of the committee should have Society-level experience, either having served on the SBOD, an SBOD committee or a Society-wide operational committee. The total number of members on the committee and length of service are at the discretion of the Society President. As best as is possible, members of the Leadership Development Committee should be geographically positioned throughout North America.

Selection Process: The engagement of conversation between the Leadership Development Committee and the SBOD as mentioned above must happen in such a timely manner as will not negatively affect the following sequencing of protocols needed to process candidates through the nomination process. Candidate packages for both director and officer positions should be in the hands of the Board Development Committee no later than March 15.

From March 15 to April 15, the Leadership Development Committee will review resumes, interview candidates, and establish a rank order of preference.

The following is imperative:

At no time should the Leadership Development Committee live in a larger space than the purposes stated above. Determination to advance or not advance a candidate should not be made with current standings in place. In other words, the Leadership Development Committee

cannot decide to negate a candidate's advancement through the protocol because the Committee believes it is best for the Society to retain the candidate in their current position.

Candidates must also fully understand what is expected of them as SBOD directors / officers. For example, candidates for the office of treasurer or secretary must meet the job description requirements for that office as outlined in another section (Job Description/Requirements) of this manual. These positions are elected directly to the office of secretary or treasurer.

Candidates for the office of Society President must first serve a term as director (described above). Candidates for the office of Executive Vice President must have first served a minimum of one year as an SBOD member prior to running for EVP.

The names of all candidates for advancement will be provided to all District Presidents (DP) no later than April 15 for comment. The DPs will be asked to identify any candidates the DP does not think should be advanced, including documentation as to the reasons why. District President comments are due back no later than May 1, at which time the Board Development Committee reconvenes to consider the DP comments and make any necessary adjustments. The Board Development Committee then provides the list of advancing candidates to the Society President no later than June 1 for review and comment. In order to be considered for a position on the Society Board of Directors, a candidate must make a physical appearance to the required SBOD meeting at the International Convention so that equal treatment of interviews and public speaking occurs. Failure to attend negates advancement through the nomination process.

The Leadership Development Committee will always provide sufficient candidates for the current Board of Directors to consider and vote upon. In every election, the Board Development Committee is required to provide enough candidates for consideration that at least two candidates will be provided for each director's position.

#### SBOD terms of office:

The SP serves a two-year non-repeating term of office. Once an individual serves as SP and IPP, they are eligible to serve again on the SBOD but not as SP. The EVP serves a two-year term of office; the EVP may run for re-election one time, bringing the total time served to four years. The treasurer and secretary serve a one-year term of office which may be repeated a maximum of four times, giving the individual the possibility of serving five years on the SBOD. Directors serve a three-year term of office without the ability of repeating at any time. Anyone filling a term of office of a director who has not completed their term, may fill that unexpired term and then run for a three-year term of their own.

Normally, the elections are held at the Board meeting held during the annual summer convention, although the SP can hold the elections any time during the month of July. Whether held in person or remotely, the elections are run by G&B with assistance from the Chair of the Leadership Development Committee and staff as needed and supervised by the SP.

In person, there will be paper ballots provided by the Leadership Development Committee Chair in coordination with the G&B Chair. G&B will distribute, collect, and count the votes. In the event there are not enough votes to provide a winner after two rounds (in the case where there are three or more candidates running for a position), the person receiving the fewest votes is removed from the list until a candidate receives the majority of the votes. After each subsequent round, the candidate with the fewest votes is removed from the subsequent ballots.

Remotely, electronic ballots are sent to each Board member with instructions on how to fill it in. The procedure followed is otherwise the same as if the Board members were meeting in person.

A District President representative has one vote in this process for all positions voted upon to include Board officers.

## **CEO Evaluation and Staff Compensation Committee**

### **D. Executive Limitations/Directives**