

**Minutes of Board of Directors Midwinter Meeting  
Society for the Preservation and Encouragement of  
Barber Shop Quartet Singing in America, Incorporated  
January 8, 2020 1:00 PM  
2020 Midwinter Convention  
Hyatt Regency Jacksonville Riverfront, Nashville, TN**

Meeting called to order by Society President Dick Powell at 1:00 p.m. on Wednesday, January 8, 2020, in Jacksonville, FL.

**The following action was taken:**

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

The meeting was opened with:

- "The Star-Spangled Banner," directed by John Santora
- "O Canada," directed by Bernard Priceman
- "The Old Songs," directed by Skipp Kropp
- Reading of Mission/Vision Statements and Purposes by Blair Brown
- Invocation led by John Donehower

**The following officers were present:**

**Officers**

Society President Dick Powell  
Society Executive Vice President John Miller  
Society Immediate Past President Skipp Kropp  
Society Treasurer John Santora  
Society Executive Secretary Marty Monson (Non-voting)

**Board Members**

Jeremy Albright  
Jeremy Brann  
Blair Brown  
John Donehower  
Randy Loos  
Bernard Priceman  
Perry White (Non-voting)

**Society Staff**

Erik Dove, BHS Chief Financial Officer  
Erin Harris, BHS Senior Director of Impact  
Holly Kellar, BHS Chief Marketing Officer  
Kevin Lynch, BHS Chief Strategy Officer  
Megan Henderson, Executive Assistant

**Special Guests**

Joe Berger, G&B Chairperson  
Christian Hunter, G&B Committee

Murray Phillips, Nominating Committee Chair  
Gary Plaag, Chairman of Harmony Foundation Board of Trustee  
Jim Warner, Harmony Foundation International Board of Trustee  
Roxanne Powell, President of Mixed Barbershop Harmony Association  
Bill Colosimo, Treasurer of Mixed Barbershop Harmony Association  
Sharon Miller, Former CEO of Harmony Foundation International  
David & Sandy Wright  
District Presidents Paul Martin (NSC), John Rettenmayer (EVG), and Chuck Steiner (SUN)

### **Meeting Appointments**

President Powell appointed:

- Joe Berger as Parliamentarian
- Jeremy Albright as Parking Lot Attendant
- Randy Loos as Governance Advocate
- Jeremy Brann as Sergeant-At-Arms

### **Waiver of Notice Requirement**

Motion approved and passed to accept the notification requirement for the submission of the CEO's Executive Limitations for third and fourth quarter of 2019.

### **Minutes**

Motion made and passed to approve the November 17th Society Board meeting minutes as presented.

### **Ethics Discussion**

- The Governance and Bylaws Committee provided a status update regarding the status of the revisions to the Chapter, District, and Society Bylaws
- G&B led a session to discuss the work of the Ethics Committee task force including:
  - Scope of the Ethics Committee
  - Role of the committee within social media issues- should there be a policy in place?
  - Responsibility to our Society Code of Ethics- recommendations for updates or revisions
  - and process/duties of the committee
- G&B Chair will provide the sense of the board to the chair of the task force led by Steve Denino not later than March 15, 2020.

### **Insurance Discussion**

- CFO Erik Dove reviewed our insurance renewal policy for 2020, and risk control recommendations from our underwriter for volunteer involvement in youth events across the Society.
- Next steps identified:
  - BHS Board members and staff will be required to submit to a criminal background check to be organized by the CFO.
  - The Board may evaluate potential need for guidance or policy on interpreting and enforcing potential adverse results identified in a background check. Erik Dove is currently using comparable guidelines for coaching/youth activities to inform enforcement if necessary.
  - BHS Youth Policy Protection Committee will provide a report for the Board before the end of the first quarter with recommended language and policy implementation changes that will address:
    - Expanded use of background checks beyond Board and staff for volunteers having contact with youth on a regular basis; and

- Policy to prohibit interactions with youth outside of Barbershop approved activities.

**Board Policy Manual Conflict of Interest Discuss**

- CFO Erik Dove reviewed the conflict of interest policy from the Board Policy Manual and recommended Board members review regularly.
- Next steps identified:
  - CFO Erik Dove will circulate online annual Family and Business Relationship Questionnaire to be completed individually by Board members as part of Form 990 reporting requirements.

**CEO Executive Limitations Quarterly Status Report**

- The board approved the CEO's compliance status with the Executive Limitations for Q3 and Q4

**Recess****Executive Session**

- CEO Evaluation, Benefits, and Compensation Committee met under direction of the Committee Chair Skipp Kropp

**Minutes of Board of Directors Midwinter Meeting  
Society for the Preservation and Encouragement of  
Barber Shop Quartet Singing in America, Incorporated  
January 9, 2020 1:00 PM  
2020 Midwinter Convention  
Hyatt Regency Jacksonville Riverfront, Nashville, TN**

Meeting was reconvened and called to order by Society President Dick Powell at 8:30 a.m. on Thursday, January 9, 2020, in Jacksonville, FL.

**The following action was taken:**

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

The meeting was opened with:

- "The Old Songs," directed by Skipp Kropp

**The following officers were present:**

**Officers**

Society President Dick Powell  
Society Executive Vice President John Miller  
Society Immediate Past President Skipp Kropp  
Society Treasurer John Santora  
Society Executive Secretary Marty Monson (Non-voting)

**Board Members**

Jeremy Albright  
Jeremy Brann  
Blair Brown  
John Donehower  
Randy Loos  
Bernard Priceman  
Perry White (Non-voting)

**Society Staff**

Erik Dove, BHS Chief Financial Officer  
Erin Harris, BHS Senior Director of Impact  
Holly Kellar, BHS Chief Marketing Officer  
Kevin Lynch, BHS Chief Strategy Officer  
Megan Henderson, Executive Assistant

**Special Guests**

Joe Berger, G&B Chairperson  
Christian Hunter, G&B Committee  
Murray Phillips, Nominating Committee Chair  
Gary Plaag, Chairman of Harmony Foundation International Trustee  
Jim Warner, Harmony Foundation International Trustee  
Roxanne Powell, President of Mixed Barbershop Harmony Association  
Bill Colosimo, Treasurer of Mixed Barbershop Harmony Association

Sharon Miller, Former CEO of Harmony Foundation International

The following District Presidents and District Executive Vice Presidents were present:

Pasco Scarpella (RMD), Bob Eckman (MAD), Gordon Billows (LOL), Richard Howell (SWD), David Bay (SLD), Paul Martin (NSC), Ed Fritzen (NED), John Rettenmayer (EVG), and Chuck Steiner (SUN), Paul Wietlisbach (DIX), Dave Rubin (JAD), Jay Althoff (LOL), Bari Courts (CAR), Chad Shuetz (CSD), Michael Black (ONT), Bruce Checca (SUN), Brett Foster (RMD), Paul Martin (NSC), Todd Horton (SLD), Chris Foisy (JAD)

#### **Past Society International Presidents**

Jim Warner

Don Fuson

#### **President Powell summarized the discussions and motions from Wednesday:**

- Insurance
- CEO Executive Limitations Quarterly Status Report
- Ethics discussion
- CEO Evaluation & Compensation Report

#### **Meeting Appointments**

President Powell appointed:

- Joe Berger as Parliamentarian
- Jeremy Albright as Parking Lot Attendant
- Randy Loos as Governance Advocate
- Jeremy Brann as Sergeant-At-Arms

#### **Consent Calendar**

Motion made and accepted to approve the following reports:

- Strategic Planning Committee Report
- Finance Committee Report
- Governance and Bylaws Report
- CEO Evaluation and Compensation Committee Report
- Honorary Membership Committee Report
- Nominating Committee Report
- Ethics Committee Report

#### **New Business**

Finance Committee:

- Recommendations from the finance committee presented at the informal meeting were discussed, and the following motions were passed:
  - Approve the roll-over of the unused 2019 EiH v.2 funds previously approved by the Board, to be allocated to the continuing 2020 EiH v.3 projects (amount is estimated to be \$349K).
  - Approve \$845K to be added to the 2019 roll-over to support the 2020 EiH v.3 projects (original estimate for 2020 was \$822K).

Governance and Bylaws Committee:

- Motion to approve the scrivener edits to the Society and District Bylaws has been postponed until they have been reviewed by the District Presidents.

## **Old Business**

- Governance & Operational Role Clarity (post Carver Adoption) Task Force update was provided by Jeremy Albright.
- The head of the Board Election Process Task Force, Alan Lamson, provided a status update, and anticipates completing the work in time for the 2021 Society Board election cycle.

## **Harmony Foundation International**

Harmony Foundation International CEO, Perry White, provided the Society Board with a recap of the activity from 2019, announced the winners of the 2019 Chapter Challenge campaign, and provided an update on active donors (YTD), endowment, and opportunities for 2020.

## **CEO Report**

Marty Monson, CEO, reviewed the 2019 End of Year unaudited observations, baseline operations as well as Everyone in Harmony implementation (status of current singing communities and new pilots), and future business planning for 2021 and beyond.

Chief Marketing Officer, Holly Kellar, presented the high level feedback from the contest expansion proposal and announcement. The new contest format will take place at the International Convention in Cleveland July 2021.

Chief Program Officer, Erin Harris, shared the challenges and opportunities of the MOU status with Harmony Hall. Full implementation with Districts, Alliances, and Volunteer/Partner leadership teams anticipated for 2020.

Chief Strategy Officer, Kevin Lynch, provided an update of the awarded NEA Grant and reviewed the grant pipeline and potential donors for 2020 and 2021.

CEO Monson concluded the CEO Report with a review of the 2019 Scorecard and 2020 targets.

## **District President's Council Report**

Nick Schwob introduced himself as the new 2020 Moderator for the District's President's Council, addressed the Society Board on behalf of the District Presidents and Executive Vice Presidents. The DP Council met on January 8, 2020 with all 17 districts represented, and the DPC looks forward to collaborating with the Society Board and Harmony Hall staff in the coming year.

## **Installation of Officers**

Keven Keller and Murray Phillips performed the 2020 Society Board of Directors Installation of officers and Board. Those being installed were:

President, Dick Powell  
Executive Vice President, John Miller  
Immediate Past President Skipp Kropp  
Treasurer, John Santora  
Board Member-At-Large, Jeremy Brann  
Board Member-At-Large, Blair Brown

## **Motion to approve the HFI nominations for Board of Trustees**

Board Member-at-Large John Donehower moved to postpone HFI election, and proposed to speak with HFI CEO Perry White after the Board meeting.

The motion was approved, and Dick Powell advised members that an executive session would be scheduled to discuss HFI Trustee nominations.

#### **Parking Lot**

Jeremy Albright captured the following parking-lot items from the meeting:

- The Governance & Bylaws committee will:
  - provide additional guidance on the Ethics Committee Report (regarding social media, politics, and board membership)
  - provide an insurance proposal for the first quarter via Youth Protection Communication.
  - review the Board Policy Manual and to create an annual policy review process.
  - Share the District Bylaws with the District President's Council for review and feedback.
- President Powell will schedule an executive session for the board to discuss the HFI nominations.

#### **Sergeant-at-Arms Report**

Jeremy Brann gave an amusing report, and all fines were donated to Harmony Foundation International.

#### **Adjournment**

The meeting was adjourned at 12:00 p.m. by the singing of *Keep the Whole World Singing*, directed by John Miller.

Respectfully submitted,

Martin L. Monson, Executive Secretary