

**Minutes of Board of Directors Annual Meeting
Society for the Preservation and Encouragement of
Barber Shop Quartet Singing in America, Incorporated
September 12, 2020, 9:00 AM CDT
Zoom Conference**

Meeting called to order by Society President Dick Powell at 9:05 a.m. Central Daylight Time on Saturday, September 12, 2020 on Zoom Video Conference, and streamed to broader membership via BHS YouTube. You can access the recording from the September meeting [here](#).

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,” led by BHS learning track (www.barbershop.org)
- Reading of Mission/Vision Statements and Purposes by Jeremy Brann

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
John Donehower
Randy Loos
Bernard Priceman

Society Staff

Erik Dove, BHS Chief Financial Officer
Kevin Lynch, BHS Chief Strategy Officer
Megan Henderson, Executive Assistant
Devin Bradford, Community Development Manager
Sam Hoover, Systems Administrator

Special Guests

Joe Berger, G&B Chairperson
Steve Denino, Executive Vice President elect

Christian Hunter, Board Member-at-Large elect
Bob Eckman, District President's Council Representative

Board Candidates

Maria Christian
Ken Fisher
Cody Harrell
Bill Hickman
Jeffry Olesen

Members from the District President's Council

Edward Fritzen (NED), Bruce Checca (SUN), Bill Rosica (FWD), Chuck Steiner (SUN), Chad Schuetz (CSD), Dwayne Lawson (CSD), John Rettenmayer (EVG), Jay Althof (LOL), Dave Bay (SLD), Gordon Billows (LOL), Paul Blazek (DIX)

Meeting Appointments

President Powell appointed:

- Joe Berger as Parliamentarian
- Christian Hunter as Parking Lot Attendant
- John Donehower as Sergeant-at-Arms
 - Any meeting participant that forgets to take themselves off "mute" owes \$5.00 USD to the BHS Preservation Fund.

Waiver of Notice Requirement

Request to receive the following reports was passed:

- Development Recommendations & Actions - Received 9/4
- Finance Committee Report - Received 9/8
- CEO Eval, Comp and Benefits - Verbal 9/12
- Ethics - Verbal 9/12
- G&B - Verbal 9/12

Minutes

Motion made and passed to approve the minutes from the July 11 and 12, 2020 Society Board meetings as presented.

CEO Report

- 2020 Operations:
 - Q3 & Q4 2020 Business Pivots - Impacts on 2021 & 2022
- Q2 Questions:
 - Mission to Impact
 - 30-60-90 Business Pivot Results

Marty Monson provided a report on the State of the Organization. The report is linked below.

- [Link to Presentation Slides](#)

- Development Update

Dev. Project Team

- Policies

- Resolution to Authorize an Endowment

- Investment Policy
- Distribution Policy

- Resolution to Adopting the Gift Acceptance Policy

- Gift Acceptance Policy

- Proposed Board Committee

- Development Committee

- Proposed Executive Limitation for Gift Acceptance Policy

- EXECUTIVE LIMITATION, SECTION D, ASSET PROTECTION:

- The CEO shall not allow assets to be unprotected, inadequately maintained, or unnecessarily risked.

Specifically, the CEO shall not:

(ADD): (14) Fail to exercise a high level of scrutiny to determine whether the anticipated benefits to BHS of accepting certain types of charitable gifts outweigh the potential risks.

- Proposed Operations Committee

- Gift Acceptance Committee (FYI)

- Future Development Training for Society Board

Motion passed and approved to table the development policy approval, committees, and executive limitations, for the October 2020 meeting.

Consent Calendar

Receipt of Society Committee Reports:

Motion to receive the following Committee Reports:

Motion passed and approved to receive the Finance and Nominating Committee Reports.

- Finance Committee Report
- Nominating Committee Report

Bernard Priceman
Murray Phillips

Receipt of Society Committee Reports with Discussion:

- Strategic Planning Committee
 - Redesign of the Nominating Committee

Steve Denino

- Regarding the Voice of the Board
- Recalibrating the Work of the SBOD
- Regarding the Coordination of Multiple Efforts
- Regarding Social Issues, Politicized Topics, and BHS Ethics
- Building Revenue, Brand, and Unity
- *Mr. Denino informed the Society Board of Directors that the timeline for deliverables is still to be determined.*
- G&B Report/Updates Joe Berger
 - Board Policy Manual and Initial Changes
 - Working closely with SPC to processes and procedures.
 - 1) This project will be ready for board discussion and perhaps approval by the 2021 Annual Summer Board Meeting.
 - 2) Interim- We are starting to add changes to the document as we work on each section. Changes include best practices and what has already become the practice of the board.
 - 3) Simultaneously, the committee will remove procedural instructions (how we do things) from the bylaws and place them in the manual; among the first in this area will be Nominating Committee procedures (based on the task force headed by Alan Lamson), voting procedures- updated via Zoom, CEO Evaluation Committee structure, and G&B processing procedures.
 - *Mr. Berger informed the SBOD that changes to the manual will be presented to the SBOD as completed in the form of proposals for a board vote.*
 - District & Chapter Bylaws Joe Berger
 - District bylaw changes have been approved for ONT District, and are in progress, and almost complete, for MAD- No known issues
 - Chapter bylaw update: 3 have been reviewed by Jason Thompson, and one reviewed by Joe Berger, Manchester, CT.
 - Other chapters are receiving G&B support as needed.
 - Procedure for Name Markings & Project Status Erik Dove
 - Erik Dove explained how the Society maintains its trademarks, and the process and timing for renewal. To establish a new trademark, it's around \$2K to \$2,500. We are currently registered in the US, Canada, and Internationally, this protects the value, image, brand, etc.
- Ethics Committee Report (verbal) Joe Berger
 - During this reporting period, the ethics committee received three complaints all of which dealt with situations involving social media. Each complainant was determined to be outside of the purview of the society and each complainant was notified.

- Chair John Schneider prepared a report for the SPC on a future structure and charter for the ethics committee as part of the board manual update. The SPC currently has that for action.
- CEO Evaluation and Compensation Committee Report (verbal) Skipp Kropp
 - Skipp Kropp, Chair of the CEO Evaluation and Compensation Committee explained the charge and product of the committee which includes the following:
 - 1) Ensure the success of the CEO by accurately describing the job description and evaluation method
 - 2) Ensure the society staff receive compensation and benefits comparable to the level of compensation with national nonprofits and within the organization's budget
 - The board works with the CEO and the established Executive Limitations located in the Board Policy Manual. These are the guardrails from which the CEO operates as well as develop the metrics for the CEO and staff. Mr. Kropp provided a quick review of a few Executive Limitations and monitoring methods.
- Board Education: the Role and Responsibilities of a Board Member Joe Berger & Steve Denino
 - Incoming EVP Steve Denino led a presentation, "BHS Responsibilities Model Thought Document: G&B Committee"
 - Governance & Responsibilities:
 - To Govern
 - BHS Board Duties Matrix

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.

- Authority & Representation: The board speaks with one voice or note at all.

- In accordance with the carver model, as a board member, you do not have 1/10 of the authority, but as a collective, the board has all of the authority and responsibility. The Board President must identify the sense of the board and move forward as such. Task forces are created to execute a specific goal. This process is vital to good operating governance- know your role as a board member, be confident in execution, know how to work together as a board. There are changing expectations currently to go in a new direction which is a new way to operate and the role of the CEO. This will be addressed in upcoming discussions.



Motion passed and approved to untable the previously tabled motion.

Motion to adopt the resolution to open to the board for discussion.

- Discussion on the previous development policies was held.

Motion approved and passed to approve the development policies as presented.

ACTION: CEO Marty Monson will send out the revised language to the board for endorsement/approval in response to Bernard's request for the appointment of the chair of the committee.

HFI Board of Trustees Elections

Joe Berger

- In regards to the HFI elections, there is an ongoing dispute between the faction of the HFI Board of Trustees, which the SBOD believes is not the full Board of Trustees, in that they refuse to send candidates to the Society board in accordance with the HFI bylaws section 5.01. As a result, counsel recommends that the SBOD delays any action on this until the next Society board

meeting. By this, the Society is not surrendering its responsibility to perform this task in accordance with the current bylaws.

Barbershop Harmony Society Election of Board Officers and Members

The Nominating Committee report was previously submitted to the Board as follows:

Pursuant to Section VII of the Society Bylaws, the following candidates are hereby placed in nomination for election by the Board of Directors of the Barbershop Harmony Society, at its meeting September 12, 2020. This election is for the available one-year term for Board Member at Large, to begin January 1, 2021.

Board Member-At-Large

The following were nominated by the Society Nominating Committee for the open one-year term position of the Society Board Member-At-Large.

A one-year term beginning January 1, 2021:

Board Member-At-Large

(two to be elected)

Ken Fisher

Cody Harrell

Bill Hickman

Maria Christian

Jeffrey Olesen

The nominees for Board Member-At-Large addressed the Board individually before a secret ballot was taken. Following the tabulations of the ballots by the parliamentarian, President Powell announced the results as follows:

- 2021-22 Board Member-At-Large Maria Christian

PARKING LOT

Christian Hunter

- Marty will send out the revised language to the board for endorsement/approval in response to Bernard's request for the appointment of the chair of the development committee.
- Governance and Bylaws will provide a draft of BPM for approval by next July's meeting, 2021.
- Development Training TBD- Tentatively Oct/Nov 2020.
- Board and CEO to appoint a development committee.

Adjournment

The meeting was adjourned at 1:27 p.m. by the singing of *Keep the Whole World Singing*, led by BHS learning track (www.barbershop.org).

Respectfully submitted,

Martin L. Monson, Executive Secretary

Approved 11/15/20