

**Minutes of Board of Directors International Convention Meeting
Society for the Preservation and Encouragement of
Barber Shop Quartet Singing in America, Incorporated
July 3, 2023 - 2 PM EDT in Louisville, Kentucky
Galt House Hotel, Grand B Room**

This meeting was called to order by Society President John Santora at 2 pm EDT in Louisville, Kentucky.

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:

- “The Old Songs” directed by Larry Bomback
- Reading of Mission/Vision Statements and Purposes by Joe McDonald

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

Marty Monson, BHS CEO/Executive Director
Erik Dove, BHS Chief Financial Officer/ Chief Operations Officer
Robyn Chancey, Executive Assistant
Steve Scott, Director of Music Education
Sam Hoover, IT Manager

Special Guests

Joe Berger, G&B Committee Chair

Jason Thompson, G&B Committee Asst. Chair
Bill Colosimo, Nominating Committee Chair
Steve Tramack, Society Contest and Judging Chair
Noah Funderburg, Ethics Committee Chair & Past Society President
Alan Lamson, Past Society President
Roger Lewis, Past Society President
Jay Bylsma, HFI Trustee
Perry White, HFI President & CEO
Nick DiLorenzo, DP Moderator Stand-in

District Presidents & Vice Presidents

Gordon Morrow, CAR DP
Jay Althof, LOL DP
Brett Randolph, CSD EVP
Paul Blazek, DIX DP
Bill Hickman, EVG EVP
Don Greer, EVG DP
Kenny Rios, FWD DP
Adam Kaufman, FWD EVP
Karl Chapple, JAD EVP
Bruce Checca, SUN DP
Chris Berry, PIO DP
Ted Byers, ONT EVP
Steve Kirsch, MAD DP

WHC/Alliance Representatives

Bill Colosimo, MBHA

SBOD Nominees

Eugene "Doc" Spilker
Jonah Levinson
Michele Niec
Larry Bomback

Meeting Appointments

President Santora appointed:

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

AGENDA:

Recognitions

Arranger's Manual Project Steve Scott/Steve Tramack
Unboxing Ceremony to be held July 5th at 9 AM in Marketplace.

Waiver of Notice Requirement

Waiver Requested
Approved by Joe Berger

John Santora

Board Education

Larry Bomback/Steve Denino

Society Ethics Process Management Project Update

Project started to address three issues: the current code of ethics, the committee membership (the contents and criteria of that membership, and the ethics committee's roles and responsibilities.

Code Ethics - we established a definition of an ethics violation

Violation definitions: Fraud, conflict of interest, discrimination, embezzlement, gender or sexual based violence or harassment, retaliation or retribution, sabotage or vandalism, safety, suspicious activity, woeful misconduct.

Committee Membership - we want to have a committee with, both, expertise and diversity. To aid in this, the nominating committee will take over the selection of the candidates for the ethics committee.

Ethics Committee Roles/Responsibilities - we are addressing opportunities to respond more timely and effectively to reports that come in.

Motion made and passed to endorse the anonymous ethics reporting hotline project.

Board Operations Manual Project Rewrite Update

This manual was initially named Board Policy Manual and has not undergone a redline editing process since 2017. A week prior, the board was provided with a preliminary draft of the manual with more work to be done.

Final draft is still intended to be presented to the board by the end of this calendar year (2023).

Performance Reports

State of the Society

Marty Monson

- Q1 Business results and updates through May
 - \$80,000 positive variance of year to date loss (\$32,000 less than 2022)
 - Conclusion of litigation expenses at the close of Q1 with a few lingering expenses.
 - May financials
 - We continue to make up additional space in our budget and this trend is ongoing.
 - Financial Forecast - cash flow perspective
 - To date through May 2023:

Erik Dove

- Marketplace sales continue to trend above plan.
 - April 1st marks price increase on sheet music sales.
- Discontinuing physical marketplace sales in Nashville and looking into implementing a virtual print on demand marketplace launched in Q3. This will be branded with Districts and local chapters to provide barbershop-related merchandise to our members.
- Conversion from Eezy dues to our regular monthly dues model.
 - Discount provided to make up for the dues prepaid from members who chose to pay for the full year upfront. This expired at the end of April 2023.
 - Approx. 2500 members had taken advantage of this temporary discount and are now on the new monthly dues model resulting in increased revenues.
- At Risk Items
 - International Registrations
 - Registrations are below plan, but several expense cuts in other areas are currently being negotiated to help offset this registration decrease.
 - Harmony University
 - Registrations are below plan, as well. But, similarly to International solutioning, expense cuts are being put in place to offset.
 - Rising Interest Rate Market
 - Impact on our interest expense on usage of our line of credit.
 - Loan/mortgage on building is a fixed rate, so the interest rate has no impact there.
- Cash Flow Activity
 - \$100,000 draw from line of credit in 2023
 - Anticipating as much as \$300,000 to be drawn by July due to above expenses.
- 2022 Audit and 990
 - BHS audit component is completed and we are paused for HFI component, which is expected to be completed within the next month or two. 990 will be dependent on this component completion.
 - IRS extension approved extending to 6 months.
- 2024+2 Business Plan & Budget Process and Approval Timing
 - CEO Statistics Dashboard
 - Growth rate, from COVID, of membership, quartets, choruses, etc.
 - Membership Growth started, May 2021, at 12,600 to May 2023, nearly 14,000 members. We haven't seen this kind of growth since the 80's.
- DEI Assessment Wrap Up and Next Steps
 - We engaged four volunteers, some staff at Harmony Hall, and some Society Board members to participate in this assessment.

- Recommendation is that we establish a DEI Leadership Team that would manage inquiries and other DEI support. This team will consist of one staff member and 3 volunteer project managers.
- Inclusion Ambassadors have been collected yearly since 2018 and we have well over 100 committed ambassadors that we will be able to tap into whenever projects come along.
- Our next steps are to work with SPC as we plan further actions.
- Quarterly Meetings with District Leadership
 - Agenda review
 - Most discussed topics
 - Membership Marketing
 - Grant Applications and Funding
 - Convention/Events best practices
 - Website/Social Media
 - General Marketing
- Executive Limitations
 - Update provided by Marty Monson with Q1 results

DPC Report

Nick DiLorenzo

- The District leadership is happy to serve as a conduit between the members and the board. The DPC meets six times a year. Please reach out to Nick Schwob or Nick DiLorenzo for further details on joining DPC virtual meetings.

Strategic Planning Committee

Steve Denino/Zach Materne

- **Policy Update:**
 - Statements of Affirmations and Values Project
 - Reviewed feedback from Culture Shift, our DEI contractors, on our code of ethics and aligning with our core values.
 - Our core values: Inclusion, Service, Humanity

Consent Calendar

Motion to receive the following committee reports:

- Ethics Committee Report
- Finance Committee Report
- Governance & Bylaws Committee Report
- Nominations Committee Report
- Audit Committee Report
- Building Task Force Report

Motion made and passed to receive the following committee and task force reports as submitted.

Minutes

Motion made and passed to receive the February 9, 2023 board meeting minutes.

Motion made and passed to receive the March 26, 2023 board meeting minutes.

Motion made and passed to receive the May 21, 2023 board meeting minutes.

RECESS

Elections

Bill Colosimo/John Santora

- Candidate Introductions
- John Santora for BHS President
- Steve Denino for BHS Vice President
- Dwayne Cooper for BHS Treasurer

Motion made and passed to elect the above listed officers by acclamation.

- Larry Bomback for Member At Large
- Jonah Levinson for Member At Large
- Michele Niec for Member At Large
- Gene Spilker for Member At Large
 - Candidate Speeches
 - Elections
- Larry Bomback and Gene Spilker elected as BHS Society Board Members At Large

Parking Lot

Tim Myers

- No parking lot items

Good News!

Marty Monson

- Marketplace Partnership - Barbershop Chimes
- Daughter of Grand Central Red Caps Member, Lauren Parsons', Visit to Harmony Hall

"Keep the Whole World Singing"

John Santora

Adjourn

Note: the meeting was intended to be recorded and posted to the BHS website but unfortunately technical issues prevented the recording as intended.