Meeting called to order by Society President John Donehower at 7:00 pm Central Daylight Time on Sunday, May 15, 2022, on Zoom Video Conference, and streamed to broader membership via BHS YouTube channel.

The following action was taken:

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

The meeting was opened with:
- “The Old Songs,” lead by BHS learning track [BHS Track](www.barbershop.org)
- Reading of Mission/Vision Statements and Purposes by Zachary Materne

The following officers were present:

**Officers**
- Society President John Donehower
- Society Executive Vice President Steve Denino
- Society Immediate Past President Dick Powell
- Society Treasurer John Santora
- Society Executive Secretary Marty Monson (Non-voting)

**Board Members**
- Blair Brown
- Christian Hunter
- Zachary Materne

**Society Staff**
- Erik Dove, BHS Chief Financial Officer
- Erin Harris, BHS Chief Program Officer
- Sam Hoover, Director of IT

**Special Guests**
- Joe Berger, Chair G&B
- David Haedtler, Chair of the Nominating Committee
- Skipp Kropp, Past Society President
- Nick Schwob, Moderator of District Presidents Council
Meeting Appointments
President Donehower appointed:
- Joe Berger & Skipp Kropp as Parliamentarian
- Blair Brown as Parking Lot Attendant
- Christian Hunter as Governance Advocate

Introducing 2023 Society Board Candidates
- Larry Bomback - unopposed for partial term Director At Large
- Dwayne Cooper - unopposed for Treasurer
- Nathan Crawford - Member At Large candidate
- Matthew Hoch - Member At Large candidate
- Joe McDonald - Member At Large candidate
- Tim Myers - Member At Large candidate

Recognitions
- Four division and district events already in 2022 surpassing the record.
- What worked and what did not work at conventions - Nick Schwob
  - Staying in touch
  - International Participating Ensembles: 37 Competing Choruses, 5 Festival Choruses, 11 Festival Quartets & 64 Competing Quartet

Waiver of Notice Requirement
President Donehower requested:
Waiver granted by: Joe Berger, G&B Chairperson

Board Education
- In-person Society Board Meeting in Nashville, TN
  - Centered around board training and financial updates, specifically Spring convention
    - Training included:
      - Fiduciary Duties - the duty of care and good faith, the duty of loyalty, and the duty of confidentiality
      - Development and Fundraising - Kevin Garvey introduced fundraising and organization models
      - Work Session: How the elements of the strategic plan fit into three broad categories.
        - Purpose of who we are and why we exist
        - Culture: how we live our purpose
        - Support: mechanism that allow the purpose and culture to work
      - 2023 BMAL Candidates
David Haedtler gave an update on the candidate pool and the expanded evaluation process used by NomCom

Performance Reports:
CEO Report

- State of the Society  
  Marty Monson
- BHS Q1 Operations  
  Erik Dove/Erin Harris

2022 Q1 Financials

- Business Goals: Stabilize, Co-Ownership, Relationship Management
- Budget Goals: Cash Flow Neutral
- Co-Ownership Resources - QR Codes
- Navigating the Member Center
- Relationship Management - Joe Cerutti heading up initiative
- District MOU Progress - Draft deadline July 3, 2022

2022 Q1 Financial Results

\[
\begin{align*}
\text{2022 Q1 Financial Results} \\
\text{Net Results (including 2021 ERC & Legal expenses):} \\
\quad \text{2022 Q1 YTD Gain } \$51k \text{ v. 2021 Q1 YTD Loss } \$599k \text{ improvement} \\
\quad \text{2022 Q1 Operating Results (excluding litigation expenses):} \\
\quad \text{2022 Q1 YTD Actual gain } \$101k \\
\quad \text{(2022 Q1 YTD Budget - } \$102k \text{ positive variance)} \\
\quad \text{(2021 Q1 YTD Actual - } \$522k \text{ positive variance)}
\end{align*}
\]

Preliminary 2022 Q1 Actual v. Budget

<table>
<thead>
<tr>
<th>BHS Financial Summary</th>
<th>YTD 2022</th>
<th>YTD 2022</th>
<th>YTD 2021</th>
<th>Variance</th>
</tr>
</thead>
<tbody>
<tr>
<td>Income</td>
<td>1,233,579</td>
<td>1,279,244</td>
<td>684,686</td>
<td>548,893</td>
</tr>
<tr>
<td>(586,581)</td>
<td>(677,650)</td>
<td>91,069</td>
<td>(517,387)</td>
<td>(68,994)</td>
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<tr>
<td>Wages &amp; Benefits</td>
<td>(595,832)</td>
<td>(602,500)</td>
<td>(760,602)</td>
<td>(170,170)</td>
</tr>
<tr>
<td>NET INCOME (LOSS)</td>
<td>51,166</td>
<td>(906)</td>
<td>52,072</td>
<td>(598,903)</td>
</tr>
<tr>
<td>Net Operating Results (pre-legal)</td>
<td>101,362</td>
<td>(906)</td>
<td>102,268</td>
<td>(521,599)</td>
</tr>
</tbody>
</table>

2022 Preliminary Revenues
2022 Preliminary Expenses

<table>
<thead>
<tr>
<th>Expenses</th>
<th>YTD 2022</th>
<th>YTD 2021</th>
<th>Variance</th>
<th>Variance</th>
</tr>
</thead>
<tbody>
<tr>
<td>Membership Services</td>
<td>390,641</td>
<td>377,737</td>
<td>12,904</td>
<td></td>
</tr>
<tr>
<td>Outreach (Next Generation Barbershop)</td>
<td>2,400</td>
<td>2,400</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Music Education (HU)</td>
<td>-</td>
<td>2,758</td>
<td>(2,758)</td>
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<tr>
<td>Events</td>
<td>73,778</td>
<td>60,435</td>
<td>13,343</td>
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</tr>
<tr>
<td>Marketplace</td>
<td>91,634</td>
<td>61,036</td>
<td>30,597</td>
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</tr>
<tr>
<td>Shared Services</td>
<td>553,935</td>
<td>389,383</td>
<td>164,552</td>
<td></td>
</tr>
<tr>
<td>Marketing</td>
<td>26,351</td>
<td>28,499</td>
<td>(2,148)</td>
<td></td>
</tr>
<tr>
<td>Impact</td>
<td>-</td>
<td>368</td>
<td>(368)</td>
<td></td>
</tr>
<tr>
<td>Development</td>
<td>94,841</td>
<td>64,469</td>
<td>30,372</td>
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</tr>
<tr>
<td><strong>Total Revenue</strong></td>
<td>1,233,579</td>
<td>684,686</td>
<td>548,893</td>
<td></td>
</tr>
</tbody>
</table>

2023 Budget & Planning

- Modified March Timeline
- Executive Limitations 2022
  - John Santora - Motion to Receive; Approved.

Verbal Report

- Endorsement of simplified strategic plan - Completed
- Working on strategic plan video to present to board candidates
- Working on statements of affirmation - will be completed after July
  - Finishing face to face in Charlotte

Policy Decisions

- Approve Development Committee Charter
  - Dick Powell - Motion: to approve Development Committee; Motion Passed.
• Rule Waiver - paragraph 5.01a of Society Bylaws to be suspended for a period of one year beginning immediately through December 31, 2023.
  Steve Denino - Motion: to approve suspension of paragraph 5.01a of Society Bylaws; Motion Approved
• Extending Jeremy Bran and Blair Brown for an additional year ending December 31, 2023
  Christian Hunter - Motion: to approve extension of board position; Motion Approved.

Policy Discussions
• Update to Board Member At Large job description to integrate development duties
  Action: To approve at annual meeting in Charlotte

Consent Calendar
Receipt of Society Committee Reports: John Donehower
Motion to receive the following Committee Reports:
  • Ethics Committee
    ○ Steve Denino - Motion to receive. Approved.
  • Nominating Committee
    ○ Steve Denino - Motion to receive. Approved.
  • G&B
    ○ Steve Denino - Motion to receive. Approved.

Reports received with no objections.

Minutes
N/A

Parking Lot Blair Brown/Christian Hunter
Christian Hunter captured the following parking-lot items from the meeting:

• Christian Hunter - request for redline for Board Member At Large job description

Good News John Donehower

• Recognition - Katie Dane and BHS to be featured on Kelly Clarkson Show - May 18th 2022

Adjournment

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

Respectfully submitted,

Martin L. Monson, Executive Secretary