

**Minutes of Board of Directors Annual Meeting
Society for the Preservation and Encouragement of
Barber Shop Quartet Singing in America, Incorporated
Sunday, May 15, 2022 7:00 PM
Zoom Conference**

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](http://www.barbershop.org) (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

David Haedtler

- 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

Erin Harris

- 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

John Santora

- 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**
- BHS Q1 Operations

Marty Monson

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

2022 Q1 Financial Results

- **Net Results (including 2021 ERC & Legal expenses):**
 - 2022 Q1 YTD Gain **\$51k** v. 2021 Q1 YTD Loss **(\$599k)** – **\$650k** improvement
- **2022 Q1 Operating Results (excluding litigation expenses):**
 - **\$101k 2022 Q1 YTD Actual gain**
 - **(\$1k)** 2022 Q1 YTD Budget – **\$102k** positive variance
 - **(\$522k)** 2021 Q1 YTD Actual – **\$623k** positive variance

Preliminary 2022 Q1 Actual v. Budget

BHS Financial Summary	YTD	YTD 2022		YTD 2021	
		Budget	Variance	Actual	Variance
Income	1,233,579	1,279,244	(45,665)	684,686	548,893
Direct Expense (Non-Wage)	(586,581)	(677,650)	91,069	(517,587)	(68,994)
Wages & Benefits	(595,832)	(602,500)	6,668	(766,002)	170,170
NET INCOME (LOSS)	51,166	(906)	52,072	(598,903)	650,069
Net Operating Results (pre-legal)	101,362	(906)	102,268	(521,599)	622,961

2022 Preliminary Revenues

	YTD 2022			YTD 2021	
	YTD	Budget	Variance	Actual	Variance
Revenue:					
Membership Services	390,641	404,619	(13,978)	377,737	12,904
Outreach (Next Generation Barbershop)	2,400	-	2,400	-	2,400
Music Education (HU)	-	-	-	2,758	(2,758)
Events	73,778	167,225	(93,447)	60,435	13,343
Marketplace	91,634	89,500	2,134	61,036	30,597
Shared Services	553,935	465,100	88,835	89,383	464,551
Marketing	26,351	28,800	(2,449)	28,499	(2,148)
Impact	-	17,000	(17,000)	368	(368)
Development	94,841	107,000	(12,159)	64,469	30,372
Total Revenue	1,233,579	1,279,244	(45,665)	684,686	548,893

2022 Preliminary Expenses

	YTD 2022			YTD 2021	
Expenses	YTD	Budget	Variance	Actual	Variance
Membership Services	(7,240)	(12,925)	5,685	(2,726)	(4,515)
Outreach (Next Generation Barbershop)	(27,825)	(54,000)	26,175	(754)	(27,071)
Music Education (HU)	(14,282)	(4,750)	(9,532)	(14,310)	28
Events	(112,102)	(167,084)	54,982	(39,271)	(72,831)
Marketplace	(27,704)	(44,130)	16,426	(21,560)	(6,144)
Shared Services	(216,306)	(246,135)	29,829	(202,780)	(13,526)
Marketing	(47,593)	(33,875)	(13,718)	(76,497)	28,904
Impact	-	(17,500)	17,500	(12)	12
Governance (includes legal expenses)	(59,593)	(33,836)	(25,757)	(77,383)	17,790
Strategic Plan Implementation	(38,194)	(31,115)	(7,079)	(52,002)	13,808
Development	(35,742)	(32,300)	(3,442)	(30,293)	(5,449)
Wages & Benefits	(595,832)	(602,500)	6,668	(766,002)	170,170
Total Expenses	(1,182,413)	(1,280,150)	97,737	(1,283,589)	101,176

2023 Budget & Planning

Marty Monson

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

● Verbal Report

Steve Denino, SPC

SPC

- 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

Marty Monson/Jeremy

- 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