

Minutes of the Pioneer District Board of Directors of SPEBSQSA, Inc.
held on January 6, 2013, in the Hamilton Room of the Okemos Comfort Inn

Attendees:

-----Members present: Doug Weaver (president), Dan Bezaire (executive vice-president), Jim McMahan (secretary), Larry Parker (treasurer), and Brian Dunckel (immediate past president)

-----Members absent: (none)

-----Guests: (none)

I. Call To Order:

President Doug Weaver began the meeting at 10:45 a.m. The secretary asked for formal adoption of the meeting agenda because it included Consent Calendar items. Doug Weaver pointed out that these items were electronic votes taken since the last meeting. As part of the Consent Calendar, they are automatically confirmed upon adoption of the agenda---unless a board member asks that an item be pulled for separate consideration. Doug noted that this action represented a slight modification of the previously-distributed agenda.

Larry Parker moved that the agenda be adopted. Brian Dunckel made the second. **Motion approved.**

II. Minutes of the BOD Meeting at the Fall Convention (October 19, 2012):

The secretary mentioned that he had discovered the previous secretary had been giving the minutes of meetings to the District webmaster for posting prior to approval. This practice will cease, since it is not correct parliamentary procedure.

Dan Bezaire moved that the minutes be approved, and Larry Parker made the second. **Motion approved.**

III. Budget item approvals:

Doug Weaver concluded that the only budget item needing approval was the one for the Top Gun coaching event---since the Leadership Academy budget had already been approved by an electronic vote.

It was mentioned that we were still uncertain about which individuals were being brought in as coaches for Top Gun, and what costs would be associated with that component of the budget.

Doug indicated that he would follow up with Cliff Dake and Jamie Carey to get those details resolved, and then the item would be presented for an electronic vote.

IV. President's Comments:

(Doug Weaver had previously covered this topic during the MT meeting.):

V. Structure of the Voting Board:

After further review and discussion of this topic with individuals within and outside of the District, Doug proposed that we submit a recommendation to the House of Delegates meeting at the April 2013 convention that the Voting Board be increased to include the entire Management Team. He felt this change would give a greater sense of ownership of decision-making to all of the MT members. It is also more consistent with the norm of district governance being followed now throughout the Society. The final advantage to this approach is that it changes our two-meeting structure back to a one-meeting structure.

V. Structure of the Voting Board (cont.):

As a humorous aside, it was emphasized that anyone who holds two positions on the board still only gets one vote!

It was stated that inclusion of MT members brings in a lot of individuals who are doing much of the "heavy lifting". At the time that the change to our current structure was mandated by the Society, Brian Dunckel observed that he felt like his opinion didn't matter anymore. It led to a sense of disenfranchisement.

Doug Weaver acknowledged that the major challenge with a larger board will be the timely acquisition of electronic votes, and acquisition of a minimum of seven "yes" votes to get approvals. Dan Bezaire observed that the last electronic vote we took was difficult because it was done in the midst of a holiday season.

As part of the expansion concept, Brian Dunckel proposed that attendance by board members at key District meetings be linked to the perquisite of free hotel accommodations. It was felt it was important for officers to be present at the meeting(s) held at the two conventions and Leadership Academy unless uncontrollable circumstances made it impossible.

The secretary suggested that the motion offered at the April 2013 House of Delegates meeting be a two-part motion to propose the expansion of the board to include all MT members, and a linking of free hotel accommodations to meeting attendance. However, it was noted that the latter issue could be handled simply as a board policy decision during this meeting.

Larry Parker recommended that we continue to use the term "director" in the titles of all of the MT members that become a part of the expanded board. This is consistent with the fact that the State of Michigan considers all officers of a board to be "directors" anyway.

Doug Weaver articulated the sequence of events that would occur at the spring convention. The change in the structure would not take effect until after the afternoon House of Delegates meeting---since the next BOD meeting would be that morning. However, it would become effective immediately for any electronic votes that occur before the fall 2013 convention. Since the Pioneer Board Yahoo group will become the voting board, it was noted that we can eliminate the PioVotes Yahoo group (or vice versa).

It was proposed that a linking of free hotel registrations with attendance at meetings specify that it includes attendance at both the board meeting and the HOD meeting. The inclusion of the latter is important so that questions about a Consent Calendar report from any board member can be answered if a need develops. Also, the submittal of a written C-C report for the HOD meeting was deemed essential so that meetings do not go unduly long. It was mentioned that some districts have BOD or HOD meetings that go for 4 - 5 hours; we must avoid drifting into that practice! An earlier history of our district was cited when it was reported that our board meetings used to begin on Friday night and continue on Saturday morning.

The secretary attempted to present a summary of the two motions that needed to be made: (1), a recommendation to the HOD for approval of the expanded board; and (2), free hotel registrations for board members at conventions and Leadership Academy that are linked to attendance at BOD, HOD, and MT meetings (only the one more of the latter will occur at Traverse City).

Doug Weaver asked for a motion for the first item. Brian Dunckel moved that expansion of the BOD be recommended to the HOD meeting at the April 2013 convention. Dan Bezaire offered the second. **Motion approved.**

Doug Weaver then asked for a motion to create a policy addressing the second item. There was a consensus that any policy we establish could be waived when attendance became impossible due to extenuating circumstances (accident, illness, weather, etc.).

V. Structure of the Voting Board (cont.):

Larry Parker moved that the payment of registrations and hotel reservations for board members at conventions and Leadership Academy be linked with attendance at the BOD meeting, the HOD meeting, and the submittal of a written report. Brian Dunckel made the second. **Motion approved.**

VI. 2013 Youth Chorus Sponsorship:

Doug Weaver indicated that most of the discussion on this topic and the next one had occurred during the MT meeting. He was thrilled that we were among the sponsors for the competition at the Mid-Winter convention. Dan Bezaire and Brian Dunckel were asked to represent the District as presenters of awards on Friday evening. Doug and his wife will also be presenters because they are personal sponsors.

VII. 2014 Youth Chorus Sponsorship and Development:

As previously discussed in the MT meeting, we will need to make a decision in the future if we want to be a sponsor for the 2013 event. Doug was hopeful we could do it again. He was optimistic that our District chapters would be supportive because of the momentum created this year. It was observed that, because of chapter support, it only cost the District a total of \$2149 to be a sponsor the first time we did it. Much of the chapter support was given without a lot of "legwork" on our part. With more effort the next time, the support should get better. Chapters should be encouraged to develop new ways to generate monies to donate.

It was suggested that Doug Lynn should be allowed to get organized in his new role, and then perhaps find one or more chapters that could develop choruses. As Joe McDonald had observed earlier, Craig Johnson and Dan Miner have experience in developing a youth chorus, and we should utilize them.

VIII. Historian Booth at Toronto:

Although we had already approved John Baker's mileage and half of his hotel expense to go to Toronto to set up and manage this booth, it was learned at the Forum that we had an additional expense. We also need to pay an exhibitor space fee of \$100.

It was known that John had purchased a display unit for housing the exhibit. He did not submit a bill for that cost. Apparently, John is confident that the display unit will fit in the space available.

Dan Bezaire moved that the \$100 exhibitor space fee be authorized. Brian Dunckel made the second. **Motion approved.**

IX. Electronic Voting:

Doug Weaver asked the secretary to describe the process that should be followed to establish electronic voting as an identifiable mechanism for the board to use.

The secretary referred to a document that he had intended to bring to this meeting, but had misplaced. It was a *pro bono* review that Barry George (Mt. Pleasant chapter) had made of all of the Michigan statutes that pertain to electronic voting by corporation boards. The review was requested because it was learned at the Forum that electronic votes are illegal in some states. They are not illegal in Michigan.

Two actions were identified that we should do in conjunction with such votes. The first one is to capture a record of those votes in the minutes of the next board meeting. This was done earlier in today's meeting when the agenda was adopted to include approval of the Consent Calendar.

IX. Electronic Voting (cont.):

The second action would be to amend our Standard District Bylaws, with the approval of the Society, to reflect the fact that we are doing it. It is doubtful the Society would object to our usage of electronic votes. Modification of the Bylaws is merely done to identify that such votes are a legitimate procedure. The Society's review of the Bylaws then allows it to catch any flaws in the text.

Barry George's review also considered one other procedural matter (indirectly connected to electronic voting) that was discussed at the Forum. Some districts are exploring the concept of having teleconferenced board meetings by using Skype®, or similar technologies. Typically, these districts are the very large ones that require that their board members travel great distances to meet. Because of our smaller size, this is not much of a problem. Again, under Michigan law, teleconferenced meetings are legal---even though they are closed meetings technically. If we want to utilize this tool, it should also be built into an update of our Standard District Bylaws.

The secretary suggested that a description of the electronic voting process in the Standard District Bylaws should define the types of votes that should be done by this mechanism. Approval of a major policy, for example, would probably not be appropriate.

Doug Weaver asked the secretary to create an addendum to the SDB to define the electronic voting process. Instead, the secretary offered to make a detailed review of the existing document to identify all of its flaws (spellings, punctuation errors, vague phrases, etc.), and then add two new sections to define both the electronic voting process and the teleconferenced meeting process.

After the board has approved a proposed revision of the SDB document, it must be approved by the Society's Laws and Regulations Committee. Then it would have to be approved by the HOD. It was perceived that HOD approval could not be requested any sooner than at the fall 2013 meeting.

The secretary planned to utilize Barry George again to get a *pro bono* review of this document before it will come to the BOD. He noted that Barry is a strong advocate of avoiding "legalese" in documents whenever possible.

X. Other Issues:

---Computer software purchase by Tom Ennis:

Doug Weaver had learned that Tom Ennis had requested re-imbusement for the software he had acquired for preparation of the Troubadour. In preliminary discussion with board members, Doug had concluded that Tom did the process backwards. The purchase should have been approved first by the board. Then when the purchase was made, the District would have become the licensee (the owner).

The secretary recommended that Tom be informed that ownership must be transferred to us to avoid an issue of private inurement. The program can be maintained on his computer for its intended purpose. However, the installation discs should be given back to us when the program is no longer needed, and it should be un-installed at that time.

After ownership has been transferred to us, the secretary was of the opinion that we could offer to pay for the cost---minus the sales tax.

This is an after-the-fact situation. However, Tom can be informed that we can reimburse him if the registration is transferred to us, and he agrees to return the discs to us and give us a statement of un-installation when its usage is ended. As soon as we have a certificate of change of registration, we can approve a motion for retroactive payment of the cost. While Tom has the program on his computer for doing the Troubadour, he is not prevented from using it for other personal applications.

X. Other Issues (cont.):

---Computer software purchase by Tom Ennis (cont.):

Doug will follow up with Tom to explain this whole situation. Dan Bezaire noted future software downloads may be done without the purchase of discs. Then there may be no way of changing the registration, and un-installation will end the existence of the item. This makes it even more important that people not buy something without prior approval.

---Liability insurance coverage at the fall 2012 convention:

It was discovered that weekend that a Certificate of Liability Insurance had not been obtained for the performance facility. The secretary did not know that he needed to arrange for issuance of a certificate by The Crichton Group. Jerry Ditto assumed that the secretary had done it, and Roger Lewis assumed that Jerry had done it.

The secretary pointed out that we really weren't in any legal jeopardy without a certificate. We were covered anyway. The certificate that Crichton has issued the Society is a generic document. It covers all events held by the Society, the districts, and the chapters. The only thing that was missing was a piece of paper that listed the Kellogg auditorium as a "named insured".

A detailed e-mail was sent to Roger Lewis so that he knows the process, and has a list of the pieces of information that must be supplied to Crichton. Venues can be assured that they are fully covered already by our liability insurance. However, if they want a certificate with their name listed, Crichton is happy to supply it at no cost to them or to us.

Larry Parker cited his experience when he requested a certificate for the Leadership Academy facility. He tried to arrange it with Crichton over the phone, but they sent him a form electronically for completion and return. The secretary noted that the same form is available on the Society website. While phone calls to Crichton have been sufficient in the past, Crichton's insistence on using the form may represent a new practice.

---Terminology details:

Upon reviewing again the proposal from Nels Carlson about the 2014 fall convention, Brian Dunckel noted a reference to the "National Society's goal". He urged that usage of that phrase be avoided since we are an "International Society", and that is usually simplified to "Society".

The other terminology item that he addressed was the titles of board members. Some time ago the District standardized that to a description of every board member as being a "director". He urged that we try to avoid continued usage of the term "vice-president".

Finally, Brian pointed out the title of his function is not "Director of Harmony Foundation"; it is "Director of Financial Development". He recommended that we develop a consistency in all of the terminology we use in the context of the District.

It was uncertain if some of these details had been done correctly on the name badges provided for the Forum.

---New Society CEO (Marty Monson):

Doug Weaver made a reference to his comments the evening before about the excitement he has for the leadership that Marty is bringing to the job. Doug is impressed by the high energy that Marty is displaying, and the accountability that he is seeking. He believes that Marty is really the right person for the job.

X. Other Issues (cont.):

----Printer for registration badges:

Larry Parker had learned that there is no convention bureau in Traverse City that could do the preparation of name tags on-site. He was told that we could do it with a laptop interfaced with a printer. Larry wondered if the District should purchase a printer that could be used for this purpose at conventions.

Based on his experience with registrations at the Mt. Pleasant convention a few years earlier, the secretary recalled that Robb Smith always brought a personal printer to do this.

Dan Bezaire offered to donate a printer he had. He suggested that it be cleaned.

The secretary cautioned that problems may be encountered when one tries to interface the software with some printers. He recommended that experimentation be done in advance of the start of registration on Friday morning.

It was clarified that there is a convention bureau in Traverse City. However, it doesn't provide the services we need.

Dan Bezaire will arrange for the printer to be transferred to Larry. Larry has the name badge software program that has been used in the past. The secretary mentioned that the program is designed to print name tags in groups of six/sheet, three/sheet, or one/sheet. When a single name tag is printed, it insists on putting it in the upper left hand corner---and then the card stock will not feed properly on subsequent usage.

Brian Dunckel offered to bring Dan's printer back when he goes down for Uncle Sam Night.

----Mileage reimbursement rate:

Larry Parker observed that the District's mileage reimbursement rate has been 25 cents per mile for a long time. He recommended that it be increased to the same rate that the Society uses---30 cents per mile. It was noted that this change is perhaps long overdue.

Larry Parker moved that the District's reimbursement rate be increased to 30 cents per mile. Jim McMahan made the second. **Motion approved.**

XI. Adjournment:

At 11:27 a.m., it was moved by Larry Parker and seconded by Brian Dunckel that the meeting be adjourned. **Motion approved.**

Minutes prepared by Jim McMahan, Secretary, Pioneer District of SPEBSQSA, Inc.