

# **BOARD POLICY MANUAL (SPEBSQSA)**



*"Keep the Whole World Singing"*

**Barbershop Harmony Society**

May 21, 2017

This page inserted for assistance in printing hard copy.  
Use it for notes.



**BOARD POLICY MANUAL**  
**(With all revisions through May 21, 2017)**

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## **I. POLICY TYPE: PILLARS**

### **POLICY TITLE: PILLARS FOR CURRENT YEAR**

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The Society's strategic Pillars for the current year shall be published by the Board in a manner to be widely available to the membership of the Society.  
(See policy III.G, Strategic Planning Process & Annual Board Planning Cycle, for creation and monitoring of Pillars.)

## **II. POLICY TYPE: EXECUTIVE LIMITATIONS**

### **POLICY TITLE: GENERAL EXECUTIVE CONSTRAINT**

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The CEO shall not knowingly cause or allow in the organization any practice, activity, decision, or circumstance that is imprudent, unlawful, unethical, in violation of commonly accepted business and professional ethics that is in violation of the organization's human resources policy and procedures, that is in violation of the Society's Bylaws or Policy Manual, or that would jeopardize the Society's tax exemption or cause any penalty to be imposed against the Society by the IRS.

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#### **Monitoring**

**Method:** on going, and internal report

**Frequency:** quarterly, 15 days prior to each of the four quarterly meetings of the Board.

## **II. POLICY TYPE: EXECUTIVE LIMITATIONS**

### **A. POLICY TITLE: TREATMENT OF STAFF AND VOLUNTEERS**

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Dealings with staff and volunteers will not be inhumane, manipulative, unfair, undignified, unnecessarily argumentative, unresponsive, untruthful, disrespectful, or significantly disruptive to morale.

Accordingly, the CEO may not:

1. Operate without personnel procedures that clarify personnel rules for staff, provide for effective handling of grievances, and protect against wrongful conditions.
2. Discriminate or retaliate against any staff member for expressing an ethical dissent.
3. Prevent staff from appealing to the Board when
  - a. internal grievance procedures have been exhausted  
and
  - b. the employee alleges either
    - (1) that Society personnel policy or Board policy has been violated to his or her detriment, or
    - (2) that Society personnel policy or Board policy does not adequately protect those rights protected by law.
4. Fail to acquaint staff with their rights under this policy.
5. Use methods of collecting, reviewing, transmitting, or storing personnel records information that fail to protect against improper access to the material.

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#### **Monitoring**

**Method:** internal report

**Frequency:** quarterly, at least 15 days prior to each quarterly meeting of the Board.

Should a violation arise during any quarter, the CEO shall report to the Board at the next meeting of the Board regardless of whether it is a quarterly meeting, telephone conference, or other called meeting of the Board.

## **II. POLICY TYPE: EXECUTIVE LIMITATIONS**

### **B. POLICY TITLE: BUDGETING**

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Budgeting any fiscal year or the remaining part of any fiscal year shall not deviate materially from Board Pillars' priorities, risk fiscal jeopardy, or fail to show a generally acceptable level of foresight.

Accordingly, the CEO may not cause or allow budgeting that:

1. Contains too little information to enable:
  - a. reasonable projection and correlation of revenues and expenses, separation of capital and operational items, and cash flow
  - b. disclosure of planning assumptions.
2. Plans the expenditure in any fiscal year of more funds than are conservatively projected to be received.
3. Plans to use the contingency fund.
4. Fails to provide, annually, sufficient funds for Board prerogatives, such as costs of fiscal audit, Board development, Board and committee meetings, and Board legal fees.
5. Fails to provide for airfare plus two nights lodging and per diem for all Society Board at-large nominees and officer nominees who are not sitting Board members.

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#### **Monitoring**

**Method:** internal report

**Frequency:** annually, 15 days prior to fall meeting of the Board.

## II. POLICY TYPE: EXECUTIVE LIMITATIONS

### C. POLICY TITLE: FINANCIAL CONDITION

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With respect to the actual, ongoing condition of the organization's financial health, the CEO may not cause or allow the development of fiscal jeopardy or a material deviation from budgeted expenditures for Board priorities established in Pillars' policies.

Accordingly the CEO may not:

1. Use any long-term reserves.
2. Allow cash to drop below 90 days cash on hand as calculated in the monthly Dashboard. The CEO may not allow the quick ratio to fall below 1 (one) as an average over a calendar quarter.
3. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
4. During a fiscal year, move the budgeted income, or the lesser of \$25,000 or twenty percent of the budgeted expense, from one of the seven Society budget categories to another of the six Society budget categories, without prior consent of the Board.
5. Fail to require that staff submit all expense accounts to their immediate superior for approval within thirty days following expenditure. The CEO is not required to submit the CEO expense accounts for approval, but the CEO shall review expense accounts with the Chief Financial Officer and Society Treasurer at least quarterly.
6. Fail to require that all travel by Society staff, Society committees and the Board be within the policy statement as published in the Society Personnel Policy Handbook. The Chief Financial Officer or the CEO must pre-approve reimbursable airline travel expense that exceeds \$500.

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#### Monitoring

**Method:** internal report

**Frequency:** in accordance with Appendix C.

**Method:** external report

**Frequency:** annually, by the end of April.

## II. POLICY TYPE: EXECUTIVE LIMITATIONS

### D. POLICY TITLE: ASSET PROTECTION

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

Specifically, the CEO may not:

1. Fail to insure against theft and casualty losses to at least 80 percent replacement value.
2. Fail to insure against liability losses to board members, staff, or the organization itself in an amount equal to or greater than \$2 million with a \$5,000 deductible.
3. Subject facility and equipment to improper wear and tear or insufficient maintenance.
4. Unnecessarily expose the organization, its Board, or staff to claims of liability or loss.
5. Make any purchase or commit the organization to any single expenditure or contract of greater than \$50,000, except Harmony/Directors College, hotel and other convention contracts, and payroll, and any Society-wide training event.
6. Enter into, or allow to be entered into, any binding hotel, services, or other contract or letter of agreement unless it contains an appropriate escape or termination clause that defines reduced or pro-rata liabilities.
7. Make any purchase:
  - a. wherein normally prudent protection has not been given against conflict of interest;
  - b. of over \$10,000 without having obtained competitive prices and quality;
  - c. which is unbudgeted and over \$25,000 without Board approval.
8. Receive, process, or disburse funds under controls that are insufficient to meet the auditor's standards.
9. Invest or hold operating capital in uninsured checking, savings or money market accounts.
10. Acquire, encumber, or dispose of real property.
11. Allow any staff member, or himself, to charge a personal expense to a Society credit card or account.

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### Monitoring

**Method:** internal report (and external as part of the audit report)

**Frequency:** quarterly, at least 15 days before each quarterly meeting of the Board.

## II. POLICY TYPE: EXECUTIVE LIMITATIONS

### E. POLICY TITLE: COMPENSATION AND BENEFITS

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With respect to employment, compensation, and benefits to employees, consultants, contract workers, and volunteers, the CEO may not cause or allow jeopardy to fiscal integrity or public image.

Accordingly, the CEO may not:

1. Change the CEO's own compensation and benefits.
2. Promise or imply guaranteed employment.
3. Establish current compensation and benefits that:
  - a. Deviate materially from the geographic or professional market for the skills employed.
  - b. Create obligations over a longer term than revenues can be safely projected, in no event longer than one year and in all events subject to losses of revenue.
  - c. Deviate materially from practices that would, in the aggregate, position the Society at or slightly above the median of ASAE (American Society of Association Executives) survey data.
  - d. Fail to use ASAE Association Executive Compensation & Benefits Study survey data reported for "Individual Membership Organizations" with similar staff and budget profiles. When appropriate for problematic recruitment/retention salary management situations, ASAE "All Organizations" data may also be referenced.
  - e. Fail to benchmark Society staff productivity closely with "Personnel Expense and Budget Ratio" standards reported in the ASAE Blue Chip Compensation & Benefits Study survey for "Individual Membership Organizations" with similar staff and budget profiles in categories of: "Salary Costs as a % of Total Annual Budget" and "Salary Costs Per Employee," and also for "Budget Productivity Ratios" corresponding to "Total Annual Budget Per Employee" and "Total Annual Budget Per Member."
4. Establish or change benefits that:
  - a. Cause unfunded liabilities to occur or in any way commit the organization to benefits that incur unpredictable future costs.
  - b. Provide less than some basic level of benefits to all full-time employees, though differential benefits to encourage longevity in key employees are not prohibited.
  - c. Allow any employee to lose pension benefits already accrued from any foregoing plan.
  - d. Treat the CEO differently from other comparable key employees.

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#### Monitoring

**Method:** internal report

**Frequency:** quarterly, at least 15 days prior to each quarterly meeting of the Board.

## II. POLICY TYPE: EXECUTIVE LIMITATIONS

### F. POLICY TITLE: STRATEGIC PLANNING PROCESS

In order to fulfill the requirements of III.G. of this Board Policy Manual, the CEO shall not fail to:

1. Create, implement, execute, and refine the BHS strategic planning process. This process shall engage all appropriate stake holders and ensure that Society programs and projects are planned, funded, and managed so as to achieve Board-approved aims that are referred to as the “pillars” upon which all of our activities rest. This process shall include both annual adjustments to reflect changes in the operating environment and tri-annual reviews of all aspects of Society pillars, plans, and operations to ensure they remain relevant and effective in a changing world.
2. Develop an annual plan for advancing the pillars of the Society. This plan will be presented to and approved by the Board at its annual fall meeting.
3. Develop and present for formal Board approval at its annual fall meeting an annual budget linked to proposed programs and projects for the coming year.
4. Develop and present for Board discussion at the fall and midwinter meetings a draft 2-year budget linked to the plans, programs, and projects forecast through the strategic planning process.
5. Ensure that timely and accurate progress reports focused on specific achievements, issues, and shifts in strategy are provided to the Board throughout the year. Formal comprehensive presentations shall be provided at the winter, spring, summer, and fall board meetings paying special attention to measurement of progress against established metrics.

#### **Monitoring**

**Method:** internal report

**Frequency:** The annual plan of subsection 2 and the annual budget of subsection 3 will be due at the fall Board meeting. The 2-year budget of subsection 4 would be due at the fall and following Midwinter Board meetings. The reports of subsection 5 would be due at any monthly Board meetings as well comprehensive reports at Midwinter, spring, summer and fall Board meetings.

### **III. POLICY TYPE: GOVERNANCE PROCESS**

#### **POLICY TITLE: GENERAL GOVERNANCE COMMITMENT**

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On behalf of present and future Society members, the Board will govern the Barbershop Harmony Society with a strategic perspective while continually improving its process and capability to express values and vision. The Board will endeavor not to engage in operational deliberations or activities that are the province of the CEO and staff, except as provided in these governance policies.

### **III. POLICY TYPE: GOVERNANCE PROCESS**

#### **A. POLICY TITLE: GOVERNING STYLE**

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The Board will govern with a style that emphasizes outward vision rather than an internal preoccupation, encouragement of diversity in viewpoints, strategic leadership more than administrative detail, clear distinction of Board and CEO roles, collective rather than individual decisions, a focus on the future rather than past or present, and being proactive rather than reactive.

1. More specifically, the Board will:
  - a. Operate in all ways mindful of its trustee obligation to present and future members. It will allow no officer, individual, or committee of the Board to hinder or be an excuse for not fulfilling this commitment.
  - b. Enforce upon itself whatever discipline is needed to govern with excellence. Irrespective of roles, discipline will apply to matters such as attendance, policy-making principles, speaking with one voice, and ensuring the continual improvement of Board processes and capabilities. Continual redevelopment will include orientation of new members in the Board's governance process and periodic Board discussion of process improvement. The Society President-elect is responsible for the orientation of new members. The Society President is responsible for addressing any issue of concern directly with a Board member who is not meeting expectations that the Board has established for its members. The Board as a whole is responsible for disciplining any Board member.
  - c. Direct, control, and inspire the organization with thoughtful establishment of the broadest organizational policies reflecting the Board's values and perspectives. The Board's major focus will be on the intended long-term impacts of policy, not on the staff and volunteer management means of attaining those effects.
  - d. Cultivate a sense of group responsibility. The Board will be responsible for excellence in governing. The Board will be an initiator of policy, not merely a reactor to staff and committee initiatives. The Board will use the expertise of individual Board members to enhance the knowledge and ability of the Board as a body, rather than to substitute their individual judgments for the Board's values.
  - e. Monitor and discuss the Board's process and performance at each meeting. Self-monitoring will include comparison of Board activity and adherence to policies in the Governance Process and Board-CEO Relationship categories.
  - f. Normally require that any actionable item, except for amendments to an actionable item, be provided to the Board in writing at least five calendar days

- prior to the date of a meeting at which the actionable item is to be considered.
- g. Give education, input, and deliberation paramount attention in structuring the series of meetings and other Board activities during the year. To the extent feasible, the Board will identify the areas of education and input needed to increase the level of wisdom and forethought it can give to subsequent choices.

2. Governance Advocate. To ensure that the Board remains mindful of its commitment to a policy governance style, the President shall appoint one Board member prior to January 1 of each year who shall serve as the Governance Advocate throughout that calendar year. In the event the appointed Board member is unable for any reason to complete his one-year term, the President may appoint a substitute Governance Advocate for the remainder of the Governance Advocate's term. A Governance Advocate may succeed himself for a second one-year term.

The role of the Governance Advocate is to continuously remind the Board of policy governance attributes and any variances from such attributes during any Board meetings. A reminder from the Governance Advocate will not be out of order at any time.

The Governance Advocate also shall prepare a report for the following Board meeting and recommend actions that should be taken to improve performance by individual Board members or of the Board as a whole.

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## Monitoring

**Method:** discussion and internal report

**Frequency:** every meeting of the Board plus an annual report by December 15 of each year setting out any recurring problems, acknowledging successes, and providing guidance for governance procedures for the following year.

## INTERPRETATION OF III.A.1.f. FROM THE GOVERNANCE AND BYLAWS COMMITTEE

To avoid confusion about items being submitted less than 120 hours (five calendar days) before the start of a meeting, G&B provides the following example. If a meeting is held on Sunday, the actionable item should be submitted to the Board no later than midnight on the preceding Monday. This in essence gives the Board slightly more than five full advance days, but should avoid extra pressure on the staff to keep up with how close to the deadline an item is submitted. The general rule for submittals is the mailbox rule. If the sender "sends" the actionable item to the Executive Assistant or the entire Board prior to midnight of the assigned deadline day, the item would be deemed timely.

### **III. POLICY TYPE: GOVERNANCE PROCESS**

#### **B. POLICY TITLE: BOARD JOB DESCRIPTION**

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The work of the Board is to serve as trustees for present and future Society members in determining and demanding appropriate organizational performance.

To distinguish the Board's own unique work from the work of its professional staff, the Board will concentrate its efforts on the following work outputs:

1. The link between the organization and the present and future members.
2. Clarity of values and vision in written governing policies that address, at the broadest levels:
  - a. Pillars: Organizational impacts, benefits, outcomes, recipients, and their relative worth and costs (what good for which people and needs at what cost)
  - b. Executive Limitations: Constraints on executive authority that establish the prudence and ethical boundaries within which all executive activity and decisions must take place
  - c. Governance Process: Description of how the Board conceives, carries out, and monitors its own charge;
  - d. Board-CEO Relationship: Delegation of authority and monitoring its proper use; the CEO role, authority, and accountability
3. The assurance of organizational performance
  - a. Hire outside auditor
  - b. Monitor performance of staff, Board, and Board committees
4. Honorary Life Memberships

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#### **Monitoring**

**Method:** discussion

**Frequency:** every meeting of the Board

### **III. POLICY TYPE: GOVERNANCE PROCESS**

#### **C. POLICY TITLE: BOARD REIMBURSEMENT FOR ATTENDING MEETINGS**

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Reimbursement of expenses for Board members attending board meetings will be as follows:

1. Midwinter convention: Costs of travel to the convention location using the most reasonable means of transportation, plus three nights lodging at the headquarters hotel, and a daily meal allotment for three days.
2. International convention: Costs of travel to the convention location using the most reasonable means of transportation, plus three nights lodging at the headquarters hotel, and a daily meal allotment for three days.
3. Any other board meetings: Costs of travel to the meeting location using the most reasonable means of transportation, plus lodging and a daily meal allotment consistent with the duration of the meeting and the necessary travel plans of Board members.
4. Due to the necessity for the Society President, Executive Vice-President, and Treasurer to conduct or participate in meetings on behalf of the Board and the Society, the lodging and daily meal allotment for those three officers may be extended to up to four days for Midwinter Conventions and up to seven days for the International convention if necessary in connection with attendance or participation in meetings or other official events.
4. Definitions
  - a. Reasonable means of transportation shall be defined as being the most reasonable both in cost and time expended between air, rail, or automotive choices.
  - b. Daily allotment for meals shall include reimbursement for breakfast, lunch, and dinner at a set rate for each such meal to be established from time to time by resolution of the Society Board. The daily allotment for meals shall be reduced by the value of any meal when such meal is provided by the Society; e.g., a lunch or dinner paid separately by the Society.

### **III. POLICY TYPE: GOVERNANCE PROCESS**

#### **D. POLICY TITLE: ROLE OF THE SOCIETY PRESIDENT AS CHAIRMAN**

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The work of the Society President as Chairman includes, primarily, ensuring the integrity of the Board's process and, secondarily, occasionally representing the Board in dealing with other Society members and outside parties. The Society President is the only Board member authorized to speak for the Board (beyond simply reporting Board decisions), other than in specifically authorized instances.

1. The work of the Society President is to ensure that Board behavior is consistent with its own rules and those legitimately imposed upon it from outside the organization.
  - a. Meeting discussion content only will be those issues that, according to Board policy, clearly belong to the Board to decide, not the CEO.
  - b. Deliberation will be fair, open, and thorough, and also efficient, timely, and orderly.
  - c. Ground rules will be enforced:
    - (1) No side conversations
    - (2) Stay on the agenda and use consent calendar
    - (3) Come prepared
    - (4) Conscious effort not to be redundant
    - (5) Balanced participation is encouraged
    - (6) Agenda and information (clearly marked as incidental, decision-making, and monitoring) received in advance
    - (7) Full and complete information provided for decision-making
    - (8) Minimize interruptions
    - (9) No hidden agendas
    - (10) Direct communication
    - (11) Use of "parking lot" [list of topics to address later] and a log of decisions made during the meeting
    - (12) Cell phones are turned off
    - (13) Treat all participants with respect
2. The authority of the Society President consists of making decisions that fall within the topics covered by Board policies on Governance Process and Board-CEO Relationship, except where the Board specifically delegates portions of this authority to others. The Society President is authorized to use any reasonable interpretation of the provisions in these policies.
  - a. The Society President is empowered to chair Board meetings with all the commonly accepted power of that position (e.g., ruling, recognizing)
  - b. The Society President has no independent authority to make decisions contrary to policies created by the Board within Pillars and Executive Limitations policy areas. Therefore, the Society President has no authority to prescribe the manner or means to supervise or direct the CEO.
  - c. The Society President may represent the Board to outside parties in announcing Board-stated positions and in stating Society President decisions and interpretations within the area delegated to the Society President.

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**Monitoring**

**Method:** checklist and discussion

**Frequency:** every meeting of the Board

### III. POLICY TYPE: GOVERNANCE PROCESS

#### E. POLICY TITLE: BOARD COMMITTEE PRINCIPLES

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This policy applies only to committees that are formed by Board action, irrespective of whether the committees include non-Board members. It does not apply to committees formed under the authority of the CEO or the Bylaws.

1. Board committees will be given assignments by the President to support the work of the Board, and so as not to interfere with delegation from Board to CEO. Committees will be used sparingly, only when other methods have been deemed inadequate.
2. Staff liaisons, if any, to Board committees have voice but no vote; however, this does not prohibit the Society President from appointing a staff member to a Board committee as a voting member.
3. Board committees are to help the Board do its job, not to help the staff do its jobs. Committees ordinarily will assist the Board by preparing policy alternatives and their implications for Board deliberation. Board committees are not to be created by the Board to advise staff.
4. Board committees may not speak or act for the Board except when formally given such authority for specific and time/scope-limited purposes. Expectations and authority will be carefully stated.
5. Board committees cannot exercise authority over staff.
6. Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a Board committee that has helped the Board create policy on some topic will not be used to monitor organizational performance on that same subject.
7. Unless otherwise specifically noted in a Board committee's charge, any action proposed by the committee that requires Board approval should be presented in sufficient detail and manner that gives the Board at least two options from which to choose. The committee should present the options neutrally, without indicating a preference, unless the Board specifically asks for some form of ranking or preference. Any time after a Board committee is created and charged, the Board may modify the committee's charge to permit the committee to take action or present a proposed action to the Board for consideration without the necessity of having two or more options for consideration.

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#### **Monitoring**

**Method:** checklist and discussion

**Frequency:** every meeting

### III. POLICY TYPE: GOVERNANCE PROCESS

#### F. POLICY TITLE: BOARD COMMITTEE STRUCTURE

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The Society Bylaws establish the following committees as Board committees: the Nominating, Governance and Bylaws, Ethics, CEO Evaluation, Honorary Membership, Hall of Fame, Audit, Strategic Planning, Compensation and Benefits, and Finance committees. The Society Board may create other Board Committees and limited purpose Board Task Forces, from time to time, as deemed necessary.

*Terms of Board Committees and Task Forces:* The term of service of all committees and task forces, and the members of each, shall be as set out herein in the Board Policy Manual.

*Appointments, qualifications, and vacancies of committees and task forces:* Except as may be provided by the Society Bylaws or the Board Policy Manual, the president shall appoint the members and chairman of each Board Committee and Task Force.

*Quorum:* A majority of the members of a committee or task force shall constitute a quorum at any meeting.

*Vacancies* In the event a vacancy in Board committee membership is created for any reason, the President shall appoint a replacement member to complete the term of the person in the vacant position. The person filling the vacant position shall be eligible for reappointment to a term or terms subject to the same limitations that existed for the person whose vacant committee position was filled.

*Authority:* All Board Committees and Task Forces actions, except the Nominating Committee, shall be subject to the approval of the Society Board.

#### 1. Nominating Committee

- a. Product: Identify qualified properly screened potential Board members and officers to be presented to the Board as provided in Article VII of the Society Bylaws.
- b. Membership on the committee, appointment of members, and the process for nominating and electing Harmony Foundation Trustees and Board members and officers shall be as provided in Article VII of the Society Bylaws.
- c. Authority for establishment of the committee: Society Bylaws, Article 8.01

#### 2. Governance and Bylaws Committee

- a. Product: Regularly consider matters related to the overall governance of the Society as directed by the Society President and Board of Directors. Duties include:
  - (1) To counsel the Society Board, Operations Team, committees and task forces, districts, and chapters, and Society staff members on all matters pertaining to the Society articles of incorporation, bylaws, statements of policy, rules, regulations or other governing documents adopted or established by the Society Board, and Society contest rules; and to prepare or approve the wording of all proposed amendments to the Society bylaws or other governing documents.
  - (2) On behalf of the Society Board, to examine and approve or disapprove proposed

chapter or district bylaws, codes of regulation, or statements of policy, or modifications thereof.

(3) Conduct a bi-annual review of the Society's bylaws and governance policies for applicability and modern-day usefulness in operating the Society in the most professional and efficient manner possible

- b. Membership: The committee shall consist of five members.
- c. Term of service: Members' terms shall be for five years.. Members' terms shall be for five years, with members of the Committee appointed in a manner to stagger the terms with one member rotating off the Committee each year. Members of the Committee may be reappointed to serve a second term, but in no event shall a member, other than the chairman, serve more than full two terms without being off the Committee for at least one year.
- d. Authority: Society Bylaws, Article 8.01

### **3. Honorary Membership Committee**

- a. Product: Properly screened potential honorary members to be presented to the Board
- b. The duties of the committee shall be:
  - (1) To recommend candidates for honorary membership for election by the Society Board.
  - (2) To recommend for adoption by the Society Board, policies, procedures and rules (or modifications thereof) pertaining to honorary membership. (See also Section 3.02 of the Society Bylaws.)
- c. Membership: The committee shall consist of five members.
- d. Term of service: Members' terms shall be for five years, with members of the Committee appointed in a manner to stagger the terms with one member rotating off the Committee each year. Members of the Committee may be reappointed to serve a second term, but in no event shall a member serve more than full two terms without being off the Committee for at least one year.
- e. Honorary Member selection process:
  - (1) In July the committee calls for nominees; the deadline for submission is sixty days later and all pertinent information regarding "from-the-floor" nominees must be complete.
  - (2) The committee reviews and ranks all candidates based on a defined scale that shall include but not be limited to: name recognition by Joe Barbershopper and the general public, ability and availability of the candidate to promote the Society and its programs, and recognition by the music education community.
  - (3) All candidates are individuals and not the group itself.
  - (4) A list of candidates is submitted to the Board for approval by October 1 each year. The committee maintains the list of candidates.
  - (5) The Board reviews the submission and selects one or more honorees, if applicable.

- (6) The Society staff shall arrange for the formal presentation of the award to the honoree at either of the Society's annual conventions, but may arrange for an initial presentation at a time and place convenient for the honoree.

f. Authority: Society Bylaws, Article 3.02 and Article 8.01 and Honorary Membership Rules,

#### **4. Hall of Fame Committee**

- a. Product: Selection of current or former Society members to be named as members of the Society Hall of Fame.
- b. The duties of the committee shall be:
  - (1) To select current or former Society members for membership in the Society Hall of Fame pursuant to criteria and procedures established below.
  - (2) To recommend for adoption by the Society Board, criteria and procedures pertaining to selection to the Society Hall of Fame.
- c. Membership: The committee shall consist of five members.
- d. Term of service: Members' terms shall be for five years, with members of the Committee appointed in a manner to stagger the terms with one member rotating off the Committee each year. Members of the Committee may be reappointed to serve a second term, but in no event shall a member serve more than full two terms without being off the Committee for at least one year.
- e. Eligibility: For consideration in the Hall of Fame:
  - (1) An individual must have ten years or more of Society membership. An exception could be made in the event that exceptional contributions made during a period of less than 10 years were halted by serious illness, injury, or death.
  - (2) Any living or deceased Society member or Society staff member is eligible for nomination.
  - (3) Any Society quartet is eligible for nomination, by quartet name and names of the members.
  - (4) In the event that a quartet selected for induction has changed personnel, it is possible that the number of members in the quartet named to the Hall of Fame might exceed four.
  - (5) Non-members and Honorary Life Members are not eligible for nomination or membership.
- f. Selection criteria:
  - (1) The criteria for selection include the general categories of music and administration/leadership.
  - (2) In the area of music, contributions would be important in judging, arranging, composing, chorus directing, coaching, and singing.
  - (3) Administration/leadership would include service as an officer, advisor, near-range and long-range planner, writer, or editor.
  - (4) Philanthropy, defined as financial contributions, would normally not be the basis for selection to the Hall of Fame.

- g. Nominations: Nominations of an individual or quartet may be made by any Society member and submitted to the Hall of Fame Committee. A quartet nomination is not considered a nomination of individuals, but rather of the quartet entity.
- h. Selection: Selection will be determined by a majority vote of the Hall of Fame Committee.
  - (1) There shall be no limit as to the number of inductees during any given year.
  - (2) There is no requirement for one or more inductees each year.
  - (3) The Hall of Fame Committee may not induct either a sitting Society President or member of the Hall of Fame Committee.
- i. Once the Hall of Fame Committee selects the candidate(s) they wish to induct into the Hall of Fame, the list of candidate(s) shall be submitted to the Society Board for approval. Once the candidate(s) have been approved, the Committee shall contact the candidates to arrange the procedure for the candidate(s)' announcement and presentation.
- j. The Hall of Fame Committee and Society staff shall coordinate the advance announcement of the inductees in an appropriate manner and at appropriate times. The announcement presentation shall be made by the Committee chair and the Society President at the international convention annually.
- k. Authority: Society Bylaws, Article 8.01

## **5. CEO Evaluation and Staff Compensation and Benefits Committee**

- a. Product 1: Ensure the success of the CEO by accurately defining the job description to which the CEO is held accountable and to develop and utilize a method by which the CEO is annually appropriately evaluated as to competencies, achievements, and areas of improvement.
- b. Product 2: Ensure Society staff receive compensation and benefits at a level and in a manner that is nationally competitive for similar positions within non-profits, and within the budgetary limits of the Society.
- c. The duties of the committee relative to the CEO shall be to:
  - (1) Review the position and job descriptions of the CEO annually by December 31, to ensure that it is current and consistent with Society and Board strategic and operational considerations.
  - (2) Conceive and manage the process for performance evaluation and competency development, and for compensation adjustments and benefits programs applicable to the Society CEO as detailed in IV.C.
  - (3) To recommend to the Society Board, within the range established from time to time by the Society Board, the compensation and benefits of the executive director, and periodic adjustments thereto.
- d. The duties of the committee relative to Society staff shall be:
  - (1) To annually review information provided by the CEO, and other pertinent sources, and make recommendations to the Board, prior to the adoption of the annual budget, regarding the basis upon which adjustments in Society staff compensation should be determined and benefits created or revised, consistent

with those provided to staff members of nonprofit organizations of similar size, budget and mission.

- (2) In making recommendations to the Board, to evaluate, along with information provided by the CEO, the general economic data relating to the cost-of living, the methodology by which similarly situated non-profit organizations are determining staff compensation and benefit adjustments, and other pertinent information.
  - (3) The committee shall not make recommendations for specific compensation or benefit adjustments for any staff member(s).
- e. **Membership:** The committee shall consist of: the president, executive vice president, treasurer, immediate past president, and one at-large member who may or may not be a Society Board member. The at-large member shall be a person with substantial human resources experience in staff compensation and benefits.
  - f. **Term of service:** The at-large member shall serve for a term of one year, and shall be eligible for reappointment for successive terms. The other members of the committee shall serve during their respective terms of office.
  - g. **Authority:** Society Bylaws, Article 8.01

## **6. Ethics Committee**

- a. **Product:** To ensure compliance with the Society Code of Ethics.
- b. **The duties of the committee shall be:**
  - (1) To counsel the president and Society Board on the establishment or alteration of Society policy relating to ethics and the provisions of the Code of Ethics.
  - (2) To consider any needed revision by the Society Board to the Society policy for handling ethics complaints and regulations pertaining to suspension or expulsion of members.
  - (3) To receive, investigate and take any necessary action relating to alleged violations of the Code of Ethics which have been referred to the committee pursuant to the Society policy and regulations for handling ethics complaints.
- c. **Membership:** The committee shall consist of five members.
- d. **Term of service:** Members' terms shall be for five years, with members of the Committee appointed in a manner to stagger the terms with one member rotating off the Committee each year. Members of the Committee may be reappointed to serve a second term, but in no event shall a member serve more than full two terms without being off the Committee for at least one year.
- e. **Authority:** Society Bylaws, Article 8.01

## **7. Audit Committee**

- a. **The duties of the committee shall be:**
  - (1) To assist the Society Board to fulfill its fiduciary responsibility with respect to the internal auditing and financial practices of the Society.

- (2) To make recommendations to the Society with respect to the appointment of independent auditors for the Society, and to review the performance of such auditors.
  - (3) To monitor the internal accounting practices, procedures and controls of the Society, and to make recommendations with respect to the same.
  - (4) To review all significant changes in accounting policies.
  - (5) To report to the Society Board, and Harmony Foundation International Board of Trustees (the “Foundation Board of Trustees”) when functioning as a Joint Audit Committee, at least annually at the annual meetings of the Board and Foundation Board of Trustees respectively, addressing specific actions taken by the committee, and matters requiring action by the Society Board and/or the Foundation Board of Trustees.
  - (6) To provide such other information and service as may be necessary or useful to the Society Board in discharging its duties and responsibilities.
- b. **Membership:** The committee shall consist of three members. On a composite basis, members of the committee should include professional accounting experience (preferably, a certified public accountant), banking or financial management expertise, broad business knowledge, and independent judgment. At least one member of the Audit Committee shall not be a member of either the Society Board or the Foundation Board of Trustees. Members of the Society and Harmony Foundation International staffs shall be ineligible to serve as members of the committee.
  - c. **Term of service:** Member’s terms shall be for three years, with the term of one member expiring each successive year. To accommodate the different year-end dates for the Society and the Foundation, the term of office of each member shall commence on September 1 of each year rather than at the start of a calendar year. No member having served four consecutive years on the committee shall be eligible for reappointment until at least one year has elapsed from the expiration of the last term served by that member. The chairman of the committee shall be appointed annually, and shall not be a member of either the Society Board or the Foundation Board of Trustees.
  - d. **Joint Committee:** With the concurrence of the Foundation Board of Trustees, the Audit Committee may be established as a joint committee serving both the Society Board and the Foundation Board of Trustees. In such event, the Society President and the Chairman of the Foundation Board of Trustees shall each appoint one member of the committee, shall jointly appoint the third member, and annually shall jointly appoint the chairman of the committee.
  - e. **Authority:** Society Bylaws, Article 8.01

**8. Strategic Planning Committee**

- a. The duties of the committee shall be:

- (1) Serve as liaison between the Board and the CEO to ensure the efficient creation and implementation of the Society's strategic planning process and the creation of the annual and rolling three-year plans as described in Society Board Policy III G "Strategic Planning Process & Annual Board Planning Cycle."
- (2) Work with the CEO to ensure that he has all the information from the Society Board that he needs to accomplish his tasks relative to the annual Board planning cycle.
- (3) Monitor the progress of the CEO in meeting the deadlines for reports and actions required by the strategic planning process and annual Board planning cycle.
- (4) Collaborate and consult with the CEO in the development of all material and reports required by the strategic planning process and annual Board planning cycle.
- (5) Ensure that the Society Board meets its deadlines, reporting requirements, and accomplishes the timely adoption of pillars, metrics, etc. as required by Society Board Policy III G "Strategic Planning Process & Annual Board Planning Cycle."
- (6) Collaborate with the CEO to draft the three-year rolling plan based on approved "Pillars".
- (7) As part of the strategic planning process, review approved Pillars and recommend for Society Board approval the continuation, modification, addition or replacement of Pillars as appropriate.

b. **Membership:** The committee shall consist of four members comprised of the Society EVP as Chair and three BMAL members (one each from the class of BMALs serving the same three-year term). Additionally, one optional member from the Society who is a Society member in good standing, and who would bring appropriate expertise to continue to evolve the Society strategic planning process.

c. **Term of service:** The term for BMAL members is three years, and shall be staggered such that one BMAL is replaced at the end of each year. The EVP shall be an ex officio member. If an optional fifth member is selected, that person's term shall be for one year, but may be re-appointed for successive terms. In the event of a vacancy of a BMAL member, the Society President will appoint new members to the committee to re-establish the rolling three-year term of the BMAL members as appropriate.

d. **Authority:** Society Bylaws, Article 8.01

## **9. Finance Committee**

- a. The responsibilities of the Committee shall be:
  - (1) Provide direction to and assist the Society Board to fulfill its fiduciary responsibility with respect to financial practices of the Society.
  - (2) Review, at least annually, the Society's revenues (from all sources) and expenditures, balance sheet, investment strategy and asset allocation, internal

accounting practices, procedures and controls of the Society, accounting policies, and any other matters that are related to the Society's continued solvency and report the results of that review to the Board.

- (3) Review and approve the annual budget as prepared by the Executive Director and submit it to the Board for final approval.
- (4) Ensure the maintenance of an appropriate capital structure.
- (5) Oversee the maintenance of Society-wide assets.

b. Membership:

- (1) The Committee shall consist of at least three members, two of whom shall be the Society Treasurer and the Society Immediate Past President.
- (2) The Society President shall appoint one or more additional members to the Committee, as he deems prudent. The additional members shall be members of the Society.
- (3) The Society President shall designate a member of the Committee to serve as chairman.
- (4) Members of the Society staff shall be ineligible to serve as members of the committee.

c. Term of Service:

- (1) The Society Treasurer and Society Immediate Past President shall serve throughout their terms of service on the Society Board.
- (2) The additional member(s) shall serve for one-year terms and may be appointed to subsequent consecutive terms. No additional member having served four consecutive years on the Committee shall be eligible for reappointment until at least one year has elapsed from the expiration of the last term served by that member.

d. Authority: Society Bylaws, Article 8.01

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## Monitoring

**Method:** committee reports

**Frequency:** annually –

- Nominating Committee -30 days prior to international board meeting
- Governance and Bylaw -, as needed and annual report 15 days prior to international board meeting
- Honorary Membership- 15 days prior to the midwinter meeting
- Hall of Fame Committee - 30 days prior to international board meeting
- CEO Evaluation Committee - oral committee report annually at midwinter board meeting.
- Ethics Committee - as needed and annual report 15 days prior to midwinter board meeting
- Audit Committee- at least annually prior to international board meeting
- Strategic Planning Committee - quarterly 15 days prior to the board meeting
- Compensation and Benefits Committee – annually 15 days prior to fall board

- meeting
- Finance Committee - in compliance with Appendix C

### **III. POLICY TYPE: GOVERNANCE PROCESS**

#### **G. POLICY TITLE: STRATEGIC PLANNING PROCESS & ANNUAL BOARD PLANNING CYCLE**

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To accomplish its work with a governance style consistent with Board policies, the Board will employ the Strategic Planning Committee (SPC) to liaise with the CEO and provide continuous oversight and reporting on the state of the BHS strategic planning process and annual board planning cycle.

The SPC and the CEO will collaborate closely throughout the year in all matters related to the strategic planning process and annual planning cycle.

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#### **Monitoring**

**Method:** committee report

**Frequency:** semi-annually 30 days prior to midwinter and international board meetings

### III. POLICY TYPE: GOVERNANCE PROCESS

#### H. POLICY TITLE: BOARD MEMBERS' CODE OF CONDUCT

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The Board expects ethical and businesslike conduct of itself and its members. This commitment includes proper use of authority and appropriate decorum in-group and individual behavior when acting as Board members.

1. Board members must represent loyalty without conflict to the interests of the current and future Society members. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs. This accountability supersedes the personal interest of any Board member acting as an individual consumer of the Society's services.
2. Board members must avoid any conflict of interest.
  - a. There must be no self-dealing or any conduct of private business or personal services between any Board member and the organization except as procedurally controlled to assure openness, competitive opportunity, and equal access to "inside" information.
  - b. Board members must not use their positions to obtain employment in the Society for themselves, family members, or close associates.
  - c. Should a Board member be considered for employment, the Board member must temporarily withdraw from Board deliberation, voting, and access to applicable Board information.
3. Board members may not attempt to exercise individual authority over the Society except as explicitly set forth in Board policies.
  - a. Board members' interaction with the CEO or with staff must recognize the lack of authority in any individual Board member or group of Board members except as noted above.
  - b. Board members' interaction with the public, press, or other entities must recognize the limitation and the inability of any Board member or Board members to speak for the Board except for the President as given in III.C.
  - c. Board members will make no conflicting statements regarding judgments of the CEO or staff performance to non-Board members, nor within the Board except as that performance is assessed against explicit Board policies by the official process.

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#### Monitoring

**Method:** Ongoing one-on-one discussions by the president with board members, as needed, regarding board member behavior preparedness, participation, etc.

**Frequency:** as needed

### III. POLICY TYPE: GOVERNANCE PROCESS

#### I. POLICY TITLE: BARBERSHOP STYLE DEFINITION

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The Society Contest & Judging Committee shall follow and establish processes and procedures, including statements of policy and category descriptions that are entirely consistent with the definition of the barbershop style as approved by the Society Board.

1. Any change in the definition of the barbershop style, whether proposed from within or without the Society Contest and Judging Committee, will not be considered by the Society Board without prior consultation with the Society Contest and Judging Committee.
2. Any proposal must be presented at a board meeting, then published in at least one issue of *The Harmonizer* and otherwise broadly advertised by the then available means of communication to the Society membership to advise them of the possible change to the definition, before action may be taken at a subsequent meeting.
3. Changes in judging procedures and/or category descriptions or policy that may be at variance with the Board-approved definition of the barbershop style require prior approval by the Society Board.

### III. POLICY TYPE: GOVERNANCE PROCESS

#### J. POLICY TITLE: ATTENDING DISTRICT CONVENTIONS/HOD MEETINGS

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1. The Society Board shall send a Society Board representative to each district at least twice each year. The events to which the representative may be assigned are: (1) spring and fall conventions at which there also will be held a district house of delegates or district board meeting, and (2) district house of delegates meetings or district board meetings, where not held in conjunction with a district convention.

- a. The reasonable expenses of the assigned Society Board representative will be reimbursed in accordance with Society travel reimbursement policies.
- b. A Society Board member who attends a District convention, House of Delegates or district board meeting other than as an assigned representative shall do so at his or the District's expense.

2. Each Society Board member shall be assigned by the Society President to one or more Districts for the purpose of serving as a liaison from the Society Board to that District or Districts. In addition to attending the aforementioned District meetings, the Society Board member shall maintain regular communications with the District President in each assigned District regarding matters that impact the relationship between the Society and District.

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#### Monitoring

**Method:** internal report by board members attending district conventions

**Frequency:** semi-annually

## **IV. POLICY TYPE: BOARD-CEO RELATIONSHIP**

### **POLICY TITLE: GENERAL CEO ROLE**

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The CEO is accountable to the Board acting as a body. The Board will instruct the CEO through written policies, while delegating interpretation and implementation of those policies to the CEO.

## **IV. POLICY TYPE: BOARD-CEO RELATIONSHIP**

### **A. POLICY TITLE: DELEGATION TO THE CEO**

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All Board authority delegated to staff is delegated through the CEO, so that all authority and accountability of staff—as far as the Board is concerned—is considered to be the authority and accountability of the CEO.

1. The Board will direct the CEO to achieve certain results, for certain recipients, at a certain cost through the establishment of Pillars policies. The Board will limit the latitude the CEO may exercise in practices, methods, conduct, and other means used to achieve the Pillars through establishment of Executive Limitations policies.
2. As long as the CEO uses a reasonable interpretation of the Board’s Pillars and Executive Limitations policies, the CEO is authorized to establish all further policies, make all decisions, take all actions, establish all practices, and develop all activities.
3. The Board may change its Pillars and Executive Limitations policies, thereby shifting the boundary between Board and CEO domains. By so doing, the Board changes the latitude of choice given to the CEO. But so long as any particular delegation is in place, the Board and its members will respect and support the CEO’s choices. This does not prevent the Board from obtaining information in the delegated areas.
4. Only decisions of the Board acting as a body are binding upon the CEO.
  - a. Decisions or instructions of individual Board members, officers, or committees are not binding on the CEO except in rare instances when the Board or the Bylaws has specifically authorized such exercise of authority.
  - b. In the case of Board members or committees requesting information or assistance without Board authorizations, the CEO can refuse such requests that, in the CEO’s judgment, are disruptive or require a material amount of staff time.

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### **Monitoring**

**Method:** discussion

**Frequency:** annually, at the spring meeting of the Board

## **IV. POLICY TYPE: BOARD-CEO RELATIONSHIP**

### **B. POLICY TITLE: CEO JOB PERFORMANCE**

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As the Board's single official link to the operating organization, the CEO's performance will be evaluated considering his operational performance as a whole. The CEO's job will be evaluated in the following areas:

1. Organizational accomplishment of the provisions of Board policies on Pillars.
2. Organizational operation within the boundaries of prudence and ethics established in Board policies on Executive Limitations.
3. Other criteria as determined by the CEO Evaluation Committee, and communicated to the CEO prior to the evaluation period.

The CEO's fitness for continued service may be evaluated at any time, independently of his job performance. Examples of criteria that could apply include, but are not limited to, moral or integrity issues, legal involvements that may reflect adversely on the Society publicly, inappropriate financial actions, and untoward personal behaviors that compromise his ability to represent a positive image and model for members and the public.

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#### **Monitoring**

**Method:** internal report

**Frequency:** annually, at the midwinter meeting of the Board

## **IV. POLICY TYPE: BOARD-CEO RELATIONSHIP**

### **C. POLICY TITLE: CEO COMPENSATION AND BENEFITS**

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The Society will pay its CEO fairly for services within the context of fiscal responsibility to the Society, evaluated performance of Board-established Pillars and adherence to Board policy limitations, and demonstrated personal and professional competencies defined for the position. Comparable compensation and benefit packages will be researched by the CEO Evaluation Committee or an outside source at the discretion of the Board on a biennial basis.

The CEO Evaluation Committee will develop and manage the process for performance evaluation and for compensation adjustments and benefits programs applicable to the CEO.

1. Leadership/management standards and performance goals for the succeeding evaluation year will be established collaboratively by the Society Officers and the CEO by December 31 annually. During the year these will be immediately updated, again collaboratively, if operations circumstances necessitate that they be revised.
2. The elected Society officers will execute an annual evaluation by January 31 of the following year, and will include input specifically solicited from the Society Board. The elected Society officers will apprise the Society Board of appropriate highlights and outcomes from the evaluation process.
3. The CEO Evaluation Committee will complete interim review discussions throughout the year, as needed, and no less frequently than twice a year.

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#### **Monitoring**

**Method:** discussion

**Frequency:** annually, at the midwinter meeting of the Board

## **IV. POLICY TYPE: BOARD-CEO RELATIONSHIP**

### **D. POLICY TITLE: MONITORING ORGANIZATIONAL PERFORMANCE**

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Monitoring executive performance is synonymous with monitoring organizational performance against Board policies on Pillars and on Executive Limitations. Any formal or informal evaluation of CEO/organizational performance may be derived only from these monitoring data.

1. The purpose of monitoring is simply to determine the degree to which Board policies are being fulfilled. Information that does not do this will not be considered to be monitoring. Monitoring will be as automatic as possible, using a minimum of Board time so that meetings can be used to create the future rather than to review the past.
2. A given policy may be monitored in one or more of three ways:
  - a. Internal report: Documentation of compliance or forecasted information to the Board from the CEO.
  - b. External report: Documentation of compliance information by a disinterested, external auditor, inspector, or judge who is selected by and reports directly to the Board. Such reports must assess performance only against policies of the Board, not those of the external party unless the Board has previously indicated that party's opinion to be the standard.
  - c. Direct Board inspection: Documentation of compliance information by a Board member, a committee, or the Board as a whole. This is a Board inspection of documents, activities, or circumstances directed by the Board that allows a "prudent person" test of policy compliance.
3. Upon the choice of the Board, any policy can be monitored by any method at any time.

For regular monitoring, however, each Pillars and Executive Limitations policy will be classified by the Board according to frequency and method. A matrix summary of the regular monitoring schedule is found in Appendix A.

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#### **Monitoring**

**Method:** discussion

**Frequency:** every meeting of the Board

## **IV. POLICY TYPE: BOARD-CEO RELATIONSHIP**

### **E. CEO COMMITTEES AND TASK FORCES**

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Pertaining the committees and task forces created by the CEO, the following shall apply:

1. The CEO shall create and specify the duties of all such committees and task forces (other than Board Committees) as deemed necessary to carry out the strategic goals and policies established by the Society Board. Such committees and task forces shall report to the executive director.
2. The term of service of all CEO committees and task forces, and their members, shall be as in the charge establishing the committee or task force.
3. Members shall be eligible to serve successive consecutive terms unless otherwise provided in the charge given when created.
4. The CEO shall appoint the members and appoint the chairman of each, and shall have the power to fill vacancies.
5. Generally, the chairman and each member shall be a member in good standing of a Society chapter. However, non-members may be appointed to CEO committees and task forces when expertise or perspective is deemed desirable by the CEO.

## V. POLICY TYPE: BOARD JOB DESCRIPTIONS

### A. POLICY TITLE: PRESIDENT

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Creation Authority: Society Bylaws Article 5.07

Elected: Society Board

Term: 1-year, renewable once

Desired background/capability:

- Society member for at least five years, member in good standing of a chapter other than the Frank H. Thorne chapter
- Possesses experience, knowledge, talent, leadership, communication skills, judgment and expertise that will enable him to be an effective president
- Willing to chair up to four Society Board meetings each year
- Committed to, and possessing an understanding of, the vision and mission of the Society
- Willing to be accountable for the performance of the Board
- Committed to, and possessing a demonstrated ability in, teamwork
- Experience in governance, and willing to focus on strategic management of programs regarding vision, and operational planning and establishment of annual, measurable performance targets
- Able to bring fresh perspectives and add diversity to the Board
- Willing to give up any current assignment on a committee and task force, and not be an advocate for any district, chapter, committee, task force, or program
- Maintains, and regularly uses, access to e-mail.

Duties:

- Preside at all meetings of the Society Board
- Appoint members of all Board committees and task forces in accordance with Society rules and regulations
- Ensure that Board members receive annual performance evaluations in accordance with board policies
- Make decisions in matters of executive or administrative character where the policy of the Board has been established or an emergency exists.
- Serve as a member of the CEO Evaluation Committee
- Serve as a member of the Compensation and Benefits Committee
- Perform such other duties as may be imposed upon him by the bylaws or as may be assigned to him by the Society Board. Directly communicates with: Society Board; Society CEO; Board committee chairmen; Society members through *The Harmonizer*.

#### **Mandatory Reports:**

**Board committee appointments and task force charges and budgets** – to committee and task force chairs and Society Board: As needed

***The Harmonizer* article** – to the Editor, *The Harmonizer*: According to schedule determined by the Editor of *The Harmonizer*.

**V. POLICY TYPE: BOARD JOB DESCRIPTIONS**  
**B. POLICY TITLE: IMMEDIATE PAST PRESIDENT**

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Creation Authority: Society Bylaws Article 5.08

Elected: Society Board

Term: 1-year, renewable until successor available

Desired background/capability:

- Society member in good standing of a chapter other than the Frank H. Thorne chapter
- Possesses experience, knowledge, talent, leadership, communication skills, judgment and expertise that will enable him to be an effective executive vice president
- Committed to, and possessing an understanding of, the vision and mission of the Society
- Willing to prepare for, and participate in, up to four Society Board meetings each year
- Willing to be accountable for the performance of the Board
- Committed to, and possessing a demonstrated ability in, teamwork
- Experience in governance, and willing to focus on strategic management of programs regarding vision, and operational planning and establishment of annual, measurable performance targets
- Able to bring fresh perspectives and add diversity to the Board
- Willing to give up any current assignment on a committee and task force, and not be an advocate for any district, chapter, committee, task force, or program
- Maintains, and regularly uses, access to e-mail.

Duties:

- Do everything in his power to assist the president and the Board in carrying out the policies and objectives of the Board
- Serve as a member of the CEO Evaluation Committee
- Serve as a member of the Compensation and Benefits Committee
- Perform such other duties as may be imposed upon him by the bylaws or as may be assigned to him by the president or by the Society Board

**Directly communicates with:** Society president and Board members

## V. POLICY TYPE: BOARD JOB DESCRIPTIONS

### C. POLICY TITLE: EXECUTIVE VICE PRESIDENT

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Creation Authority: Society Bylaws Article 5.09

Elected: Society Board

Term: 1-year, renewable

Desired background/capability:

- Society member in good standing of a chapter other than the Frank H. Thorne chapter
- Possesses experience, knowledge, talent, leadership, communication skills, judgment and expertise that will enable him to be an effective executive vice president · Committed to, and possessing an understanding of, the vision and mission of the Society
- Willing to prepare for, and participate in, up to four Society Board meetings each year
- Willing to be accountable for the performance of the Board
- Committed to, and possessing a demonstrated ability in, teamwork
- Experience in governance, and willing to focus on strategic management of programs regarding vision, and operational planning and establishment of annual, measurable performance targets
- Able to bring fresh perspectives and add diversity to the Board
- Willing to give up any current assignment on a committee and task force, and not be an advocate for any district, chapter, committee, task force, or program
- Maintains, and regularly uses, access to e-mail.

Duties:

- Preside at meetings of the Society Board in the absence of the Society president
- Do everything in his power to assist the president and the Board in carrying out the policies and objectives of the Board
- Serve as a member of the CEO Evaluation Committee
- Serve as a member of the Compensation and Benefits Committee
- Act as liaison between the district presidents and the Board
- Perform such other duties as may be imposed upon him by the bylaws or as may be assigned to him by the president or by the Society Board

**Directly communicates with:** Society president and Board members; district presidents; Society CEO; Board committee chairmen.

## V. POLICY TYPE: BOARD JOB DESCRIPTIONS

### D. POLICY TITLE: TREASURER

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Creation Authority: Society Bylaws Article 5.11

Elected: Society Board

Term: 1-year, renewable

Desired background/capability:

- Society member in good standing of a chapter other than the Frank H. Thorne chapter
- Possessing experience, knowledge, talent, leadership, communication skills, judgment and specialized financial expertise and experience as Controller/Treasurer/CFO, or extensive public accounting experience auditing medium-to-large-size corporations, that will enable him to be an effective counselor to the CEO on financial matters and an effective liaison between the Society Board and the CEO. Experience in the non-profit sector and CPA a plus. Willing to chair up to four Society Board meetings each year
- Committed to, and possessing an understanding of, the vision and mission of the Society
- Willing to prepare for, and participate in, up to four Society Board meetings each year
- Committed to, and possessing a demonstrated ability in, teamwork
- Experience in governance, and willing to focus on strategic management of programs regarding vision, and operational planning and establishment of annual, measurable performance targets
- Able to bring fresh perspectives to the Board
- Willing to give up any current assignment on a committee and task force, and not be an advocate for any district, chapter, committee, task force, or program
- Possessing computer skills needed to be an effective treasurer (viz., Excel)
- Maintains, and regularly uses, access to e-mail.

Duties:

- Provides financial oversight, advice and counsel, to the Society Board, Chief Executive Officer(CEO) and Chief Financial Officer (CFO)
- Works with the Society CEO and CFO to ensure that appropriate and clear financial reports are made available to the Board on a timely basis
- Performs in depth review of financial reports prepared by the CFO and CEO, investigating any significant variances from budget or any other questionable items
- Acts as the Board's liaison to the Society's outside auditors, as needed, regarding the overall financial statement audit as well as providing input into key issues that may arise; also serving as the Board liaison to the Society's Audit Review Committee.
- Presents the completed financial statement audit to the Board, answering any questions that arise
- Advises the CEO on the development of Society fiscal policies and practice, reviewing them with the Board when appropriate.
- Provides counsel to the Society's CEO and CFO regarding annual budget assumptions and reviews the initial balanced budget draft before presentation to the Society officers and Board.
- Working with the Society Investment Advisory Committee, monitors the investment policy for Society funds

- Serve as a member of the CEO Evaluation Committee
- Serve as a member of the Compensation and Benefits Committee

**Directly communicates with:** Society Board members, Society CEO and CFO.

**Mandatory reports:**

**Annual budget:** Committee report at fall board meeting

**Financial statements:**

**Society Officers:** Monthly

**Society Board:** Quarterly

## **V. POLICY TYPE: BOARD JOB DESCRIPTIONS**

### **E. POLICY TITLE: SECRETARY**

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Creation Authority: Society Bylaws Article 5.10

Elected by Board: Society Executive Director (ex officio)

Term: Indefinite, at will of Board

Desired background/capability:

- Committed to, and possessing an understanding of, the vision and mission of the Society
- Willing to be accountable for the performance of the Society board`
- Committed to, and possessing a demonstrated ability in, teamwork
- Possessing experience, knowledge, talent, leadership, communication skills, and judgment that will enable him to be an effective secretary
- Willing to prepare for, and participate in, up to four Society Board meetings each year
- Skills in diplomacy and communications
- Able to bring fresh perspectives and add diversity to the Board
- Maintains, and regularly uses, access to e-mail.

Duties:

- Recording and corresponding secretary for the Society
- Custodian of the Society calendar and Society documents
- Responsible for recording and transcription of the minutes of all Society board meetings
- Responsible for preparing and distributing the annual Society Directory
- Secretary of the corporation and non-voting member of the Board
- Serve as a member of the Compensation and Benefits Committee

**Directly communicates with:** Society Board members and Society members.

**Mandatory Reports:**

**Meeting minutes:** Society Board for each meeting

**Corporate report:** annually, as required

## **V. POLICY TYPE: BOARD JOB DESCRIPTIONS**

### **F. POLICY TITLE: DIRECTOR AT-LARGE**

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Creation Authority: Society Bylaws Articles 4.01 and 4.06

Elected: Society Board

Term: 3 years, not renewable

Desired background/capability:

- Society member in good standing of a chapter other than the Frank H. Thorne chapter
- Committed to, and possessing an understanding of, the vision and mission of the Society
- Willing to be accountable for the performance of the Society board`
- Committed to, and possessing a demonstrated ability in, teamwork
- Possessing experience, knowledge, talent, leadership, communication skills, and judgment that will enable him to be an effective Board member
- Willing to prepare for, and participate in, up to four Society Board meetings each year
- Willing to accept liaison responsibilities for and with assigned district(s)
- Willing to participate in planning meetings of his assigned district(s) and as many other district board meetings as is practical
- Experience in governance, and willing to focus on strategic planning and policy issues and the establishment of annual, measurable performance targets
- Able to bring fresh perspectives and add diversity to the Board
- Willing to give up any current assignment on a committee and task force, and not be an advocate for any district, chapter, committee, task force, or program
- Maintains, and regularly uses, access to e-mail.

Duties:

- Prepare for, and participate in, the meetings of the Board
- Prepare for and participate in the planning meetings, and other board meetings as practical, of the district(s) to which he has liaison responsibilities and communicate to the district(s) the Board's priorities and strategic guidance while communicating to the Board the issues and concerns of the district(s)
- To the extent practical and possible, be a part of the leadership team of each district to which he has liaison responsibilities and contribute, where appropriate, advice and counsel and facilitate communication (within the district and between the district and the Society Board) on issues affecting the district's and Society's goals and leadership succession within the district
- Perform such other duties as may be assigned to him by the president or by the Society Board Directly communicates with: Society president and Board members; president and board members of the district(s) for which he has liaison responsibilities

**APPENDIX A**  
**Monitoring Schedule Matrix Sorted by Policy**

	<b>Executive Limitations</b>	Frequency	Deadline (if any)	
II.	General Executive Constraint	Quarterly	15 days prior to quarterly Board meetings	Ongoing and internal report
II.A.	Treatment of Staff and Volunteers	Quarterly	15 days prior to quarterly Board meetings	Internal report
II.B.	Budgeting	Annually	15 days prior to fall Board meeting	Internal report
II.C.	Financial Condition	In accordance with Appendix C	In accordance with Appendix C	Internal report
		Annually	By end of April	External report
II.D	Asset Protection	Quarterly	15 days prior to quarterly Board meetings	Internal report
II.E.	Compensation and Benefits	Quarterly	15 days prior to quarterly Board meetings	Internal report
II.F.	Strategic Planning Process			Internal report
	<b>Governance Process</b>			
III.A.	Governing Style	Every Board meeting	Annual report by December 15	Internal report and discussion
III.B.	Board Job Description	Every Board meeting		Discussion
III.C.	Board Reimbursement for Attending Meetings			None
III.D.	Role of Society President as Chairman	Every Board meeting		Checklist and discussion
III.E.	Board Committee Principles	Every Board meeting		Checklist and discussion
III.F.	Board Committee Structure			Committee reports
III.F.1	Nominating Committee	Annually	60 days prior to international Board meeting	Committee report
III.F.2.	Governance and Bylaws Committee	Annually and as needed	15 days prior to international Board meeting	Committee report
III.F.3.	Honorary Membership Committee	Annually	15 days prior to midwinter Board meeting	Committee report
III.F.4.	Hall of Fame Committee	Annually	30 days prior to international Board meeting	Committee report
III.F.5(a)	CEO Evaluation and Staff Compensation and Benefits Committee	Annually	At Midwinter meeting	Oral Committee report
III.F.5(b)	CEO Evaluation and Staff Compensation and Benefits Committee	Annually	Fall meeting	Committee report
III.F.6	Ethics Committee	Annually and as needed	15 days prior to international Board meeting	Committee report

III.F.7.	Audit Committee	Annually	Prior to annual meeting	Committee report
III.F.8.	Strategic Planning Committee	Quarterly	15 days prior to the meeting	Committee report
III.F.9.	Finance Committee	Various	In compliance with Appendix C	
III.G.	Strategic Planning Process and Annual Board Planning Cycle	Semi-annual	30 days before midwinter and international Board meetings	
III.H.	Board Members' Code of Conduct	As needed	As needed	Ongoing one-on-one discussions by the President with Board members, as needed, regarding Board Member behavior, preparedness, participation, etc.
III.I.	Barbershop Style Definition			None
III.J.	Attending District Conventions/HOD meetings	Semiannual	Per the district convention and meeting schedule	Internal reports by attending Board members
	<b>Board-CEO Relationship</b>			
IV.A.	Delegation to the CEO	Annually	Spring Board meeting	Discussion
IV.B.	CEO Job Performance	Annually	At Midwinter meeting	Internal report
IV.C.	CEO Compensation and Benefits	Annually	At Midwinter Board meeting	Discussion
IV.D.	Monitoring Organizational Performance	Every Board meeting	None	Discussion
IV.E.	CEO Committees and Task Forces			None
	<b>Society Board Job Descriptions</b>			
V.A.	President	Bi-monthly		<i>Harmonizer</i> articles
V.B.	Immediate Past President			None
V.C.	Executive Vice President			None
V.D.	Treasurer	Annual budget	Fall meeting	Committee report
		Financial statements	Monthly	Reports to Society officers
V.E.	Secretary	Every meeting	Minutes	Minutes of meeting
		Annually	As required by corporate law	Corporate report
V.F.	Director-at-Large			None

**APPENDIX A**  
**Monitoring Schedule Sorted by Meeting**

Every meeting	Monthly	III.A	Governing Style	Discussion & annual Internal report
Every meeting	Monthly	III.B	Board Job Description	Discussion
Every meeting	Monthly	III.D	Role of the Society President as	Checklist & discussion
Every meeting	Monthly	III.E	Board Committee Principles	Checklist & discussion
Every meeting		IV.D.	Monitoring Organizational Performance	Discussion
Every meeting	Monthly	V.D.	Treasurer	Financial statements to officers
Every meeting		V.E.	Secretary	Minutes of meeting presented
May, Aug, Nov,	Quarterly	III.F (10)	Board Committee Structure	Committee report –Finance
Appendix C	Quarterly	II.C (1)	Financial Condition	Internal report
As designated	Quarterly	II	General Executive Constraint	Ongoing & Internal report
As designated	Quarterly	II.A (1)	Treatment of Staff and Volunteers	Internal report
As designated	Quarterly	II.D	Asset Protection	Internal & annual External report (part of
As designated	Quarterly	II.E	Compensation and Benefits	Internal report
As designated	Quarterly	IV.D	Monitoring Organizational	Discussion
	Quarterly	V.D.X.	Treasurer	Financial statements to the Board
Midwinter	Annual	III.F (3)	Board Committee Structure	Committee report – Honorary Membership
Midwinter	Annual	IV.B	CEO Job Performance	Internal report
Midwinter	Annual	IV.C	CEO Compensation and Benefits	Discussion
Subsequent to the district convention	Within a reasonable time after the district	III.J	Attending District Conventions / HOD Meetings	Internal report using report template
Spring meeting	Annual	IV.A	Delegation to the CEO	Discussion
End of April	Annual	II.C (2)	Financial Condition (Audit)	External report
End of April	Annual	II.D	Asset Protection	External report (part of audit)
Annual	Dec 15	III.A (2)	Governing Style	Internal report
Annual	Annual and as needed	III.F (1)	Board Committee Structure	Committee report –Nominating
Annual	Annual and as needed	III.F (2)	Board Committee Structure	Committee report –Governance and Bylaws
Annual	Annual and as needed	III.F (6)	Board Committee Structure	Committee report –Ethics
Annual	Annually	III.F. (4)	Board Committee Structure	Committee report – Hall of Fame
Annual meeting	Semiannual	III.J	Attending District Conventions / HOD Meetings	Internal report by attending board members
Fall meeting	Annual	II.B	Budgeting	Internal report

Fall meeting	Annual	III.F (5)(b)	Board Committee Structure	Committee report – CEO Evaluation and Staff Compensation and Benefits
As needed	No due date	III.H	Board Members' Code of Conduct	Ongoing one-on-one discussions by the President with Board members, as needed, regarding Board Member behavior, preparedness, participation, etc.
		III.C	Board Reimbursement for	None
		III.I	Barbershop Style Definition	None
		IV.E.	CEO Committees and Task Forces	None
		V.A-C and F.	Society Board Job Descriptions	None

## **Appendix B**

### **Barbershop Harmony Society CEO Job Description**

(As of January 8, 2015)

The CEO is expected to be a dynamic, forward-thinking leader and administrator, with an exceptional work ethic and solid experience in managing, mentoring and motivating both staff and a significant group of member volunteers. The CEO is responsible for implementing the goals of the organization by establishing appropriate milestones and objectives that benefit the local member, chapter and the organization as a whole. The CEO will have oversight responsibility for many member volunteers serving with staff on integrated committees.

#### **Essential Duties and Responsibilities:**

1. Provide vigorous, dynamic, visionary and strategic leadership and management for the Barbershop Harmony Society
2. Achieve effective and ongoing communication with the membership of the organization
3. Achieve effective and ongoing communication with the staff of the organization
4. Achieve effective and ongoing communication with the Board of Directors consistent with Board policies and Executive Limitations of the organization including:
  - a. submission of monitoring data required by Board policies or Executive Limitations in a timely, accurate, and understandable fashion;
  - b. directly addressing provisions of Board policies and Executive Limitations being monitored;
  - c. reporting in a timely manner actual or anticipated noncompliance with any Board policy or Executive Limitation;
5. Oversee the most critical services to membership including the annual BHS International summer convention, the mid-winter convention, and all Society sponsored educational and administrative instructional events.
6. Devise creative strategies and their successful implementation to help chapters and districts grow membership and increase the percentage of retention of membership Society-wide.
7. Work closely with the 17 district presidents to foster successful membership programs, musical development and district conventions and activities
8. Encourage open communication between districts
9. Ensure open communication with and among the Society staff
10. Effectively motivate and manage staff to great productivity, low turnover, and staff satisfaction. Manage the human resources according to personnel policies and procedures that fully comply with current laws and regulations.

11. Create and recommend an annual budget that aligns with the organization's Pillars, for Board approval and manage the Society's resources within the budget guidelines, while maintaining our service to the mission. Ensure the short and long term financial stability of the organization, and mitigate risk.
12. Represent the BHS to the public as its "voice." This includes being a visible dynamic leader to the membership, having a visible role at conventions, having the ability to represent the Barbershop Harmony Society to the press and any relevant related organizations, and notifying the Board promptly whenever the CEO becomes aware that the BHS external image is/has been threatened, whether by internal administrative actions of the CEO, staff or volunteers, by BHS affiliates, and/or by sources external to the BHS.
13. Take the organization into the future. This includes use of technology, systems and social media to provide better membership service, communication, and exposure for the Barbershop Harmony Society.
14. Support operations and administration of the Board of Directors by advising and informing Board members, interfacing with Board and staff and supporting the Board's annual evaluation of the Executive Director/CEO's performance.
15. Participate in the oversight of fundraising planning and execution in conjunction with the CEO of Harmony Foundation International. Key initiatives include support of donor programs and helping to create strategies for individual giving and sponsorship.
16. Mentor and prepare not less than two designees as successors. These designees shall include the Chief Financial Officer and the Chief Operations Officer
17. Nominate and instruct both the Society's representative to the World Harmony Council and a member of the Society staff, as liaison to the World Harmony Council, on behalf of the Society, to actively participate in the activities of the Council in support of the mission and Pillars of the Council.

## Appendix C

### BHS Financial Presentation Timeline & Finance Committee Review Process

Financial Period	Proposed Financials	CFO Deadline	Finance Committee	BHS Board Meeting	Comments:
January	Financial Overview / Dashboard	February 15	No substantive review	March	January financials may not reflect recognition of Midwinter.
February	Financial Overview	March 15	No substantive review	April	Financials may not reflect recognition of Midwinter.
<b>March (1st Quarter)</b>	<b>Quarterly Review</b>	<b>April 15</b>	<b>Reviewed Completed by first week of May</b>	<b>May</b>	<b>Midwinter recognized and closed as part of Q1 Review.</b>
April	Financial Overview	May 15	No substantive review	June	
May	Financial Overview	June 15	No substantive review	July	Financial presentation tied to CEO Report & Review of final prior FY results at Int'l Board meeting (if needed).
<b>June (2nd Quarter)</b>	<b>Quarterly Review</b>	<b>July 15</b>	<b>Reviewed Completed by first week of August</b>	<b>August</b>	<b>1st Half Review completed w/o recognition &amp; final analysis of Int'l.</b>
July	Financial Overview	August 15	No substantive review	September	
August	Financial Overview	September 15	No substantive review	October	
<b>September (3rd Quarter)</b>	<b>Quarterly Review</b>	<b>October 15</b>	<b>Reviewed Completed by first week of November</b>	<b>November</b>	<b>International recognized and closed as part of Q3 Review</b>
October	Financial Overview	November 15	No substantive review	December	
November	Financial Overview	December 15	No substantive review	January	
<b>December (4th Quarter)</b>	<b>Financial Review and Quarterly Review</b>	<b>January 15 / March 15</b>	<b>Reviewed Completed by first week of April</b>	<b>April</b>	<b>Preliminary Year-End Financials</b>

**Resolutions adopted by Society Board of Directors, November 1, 2008:**

**RESOLVED**, that the Governance and Bylaws Committee of the Society, acting on behalf of the Society Board of Directors, is hereby authorized, empowered, and directed, from time to time, to make such non-substantive additions, deletions, or corrections to the Society governing documents (hereinafter identified) with respect to such matters of form, style, grammar, and punctuation as will not have the effect of substantive amendment to, or repeal of, any such governing document, all as such committee, in its discretion and judgment, deems necessary and proper;

**AND RESOLVED FURTHER**, that the Society governing documents to which the foregoing authorization pertains are the Society Bylaws, all statements of policy, rules and regulations, Standard District Bylaws, Standard Chapter Bylaws, and the Society Contest and Judging Rules; provided, however, that with respect to the Society Contest and Judging Rules, the foregoing authority of the Governance and Bylaws Committee shall be exercised only in conjunction with the Society Contest and Judging Committee chairman, or a member of the Society Contest and Judging Committee designated by its chairman;

**AND BE IT FURTHER RESOLVED**, that the Governance and Bylaws Committee shall notify the Society Board within 30 days after making any changes in the Society governing documents pursuant to the authority of these resolutions and shall, from time to time, certify the current editions of the Society governing documents, copies of which shall be kept on file in the office of the executive director.

Pursuant to the authority of resolutions adopted by the Society Board of Directors on November 1, 2008, I hereby certify that the Society governing documents as set forth in the Board Policy Manual, Edition Date May 21, 2017, are true and correct and complete.

S/ J. Noah Funderburg  
J. Noah Funderburg, Chair  
For the Society Governance and Bylaws Committee  
Date: May 21, 2017

Revision History:

February 21, 2016

- III.F.8. Annual Planning Cycle Committee renamed the Strategic Planning Committee
- III.G updated to reflect change of strategic planning process
- Term “Aims” replaced throughout to the new term “Pillars”

April 17, 2016

- A portion of III.G. that was adopted at the February 21, 2016 Board meeting was moved to a new Section II.F. to more accurately reflect duties of the CEO as an Executive Limitation rather than a Board responsibility.

September 18, 2016

Appendix A was updated and revised to provide consistent and more appropriate monitoring and reporting deadlines consistent with current practices by the Board.

November 19, 2016

The Board Policy Manual was adopted with a revised Edition Date that incorporated the updated Appendix A and appropriate changes to the monitoring and reporting deadlines within the Manual consistent with the recently adopted Appendix A. Also, the terms of service for members of the Audit Committee were modified to facilitate the different fiscal years for the BHS and HFI.

January 19, 2017

Several paragraphs relating to Board committees were revised:

- Paragraph III.F. to add language for filling vacancies on Board committees;
- Paragraph III.F.2 to increase terms to five years on a staggered basis
- Paragraph III.F.3 modifying terms of service to be consistent with similar committees.
- Paragraphs III.F. 3. (6) was modified to give the Honorary Membership Committee more latitude for the timing of an initial presentation of Honorary Membership to the honoree.
- Paragraph III.F.4 modifying terms of service to be consistent with similar committees.
- Paragraph III.F.6 to increase terms to five years on a staggered basis.
- 

May 21, 2017

- Removed paragraphs pertaining to III.F. 9, Compensation and Benefits Committee and merged, with refined duties of that committee, with the CEO Evaluation Committee in III.F. 5.
- Renamed CEO Evaluation Committee to CEO Evaluation and Staff Compensation and Benefits Committee.
- Renumbered paragraphs under III.F. to reflect the deletion of the Compensation and Benefits Committee.
- Committee information was updated in Appendix A.