

**Western Massachusetts Sacred Harp Community, Inc.
Meeting of Board of Directors**

Meeting Minutes for February 5th, 2006

Present: Paul Butler, John Holbrook, Sheldon Finlay, Linda Shea, Jenna Strizak, Kate Richardson, Rosie Wojcik.

Meeting Convened at 5:20pm at the home of John Holbrook in Hadley, MA.

1. **Approved Minutes** of September 18th, 2005 board meeting as submitted by Rosie Wojcik.
2. **Discussion of Goals from Past Year**

The existing board invited outgoing board members to offer details of the board's work over the past years in an attempt to help the existing board carry on work which was started and/or otherwise discussed by the existing board:

- The outgoing board was successful in setting up non-profit status for WMSHC, Inc. Finalization of non-profit status are still pending with the IRS but non-profit status will be retroactive to the date of the original filing.
- The outgoing board started the work on the re-release of the 1999 convention CD. Additional work is necessary to bring this project to market. A committee has been formed to oversee this project.
- The outgoing board members present expressed the need for a communication policy between the board and the membership and the board and convention officers. The board should establish a policy and timeline for checking in with convention officers at regular intervals to ensure issues relating to the convention can be addresses before they manifest into larger problems.
- Bylaw review: As WMSHC, Inc. evolves it will be necessary to review the existing bylaws of the organization and propose changes such changes to the membership.

3. **Role of the Board in Policy/Decision Making**

The outgoing board members present were invited to participate within this discussion and offer insight from their experience during the past year. Ideas

were discussed regarding the role of the board and what the membership expects of us and doesn't expect of us. Key issues and questions raised include:

- Establishing a clear and consistent process for the annual elections. Among other things, the election process should address run-off voting as to prevent the disenfranchisement of proxy voters who cannot present re-votes in the event of a run-off.
- What is the role of the board in the elections and nominating process?
- How should bylaw amendments be addressed and presented to the membership?
- Establishing what needs to be stated in the bylaws and what can be addressed in policy documents
- The committee for reviewing the bylaws should include at least one non-board member.

Within the discussion under this agenda item we also looked at promoting effective communication between board members, and the board and committees.

- Kate said we need to give committees clear directives and provide clarification about the boundaries of each committee's authority.
- Linda said that when the board discussion involves implementation of bylaws it is important to productive discussion to begin by defining terms to clarify what board members understand the bylaws to say.

After the discussing #3, outgoing board members Linda Shea and Kate Richardson were thanked for the participation in the meeting, as well as their service to the organization as board members during the past two years and were dismissed from the meeting.

4. Setting Goals for the Coming Year

- **Re-Release of the 1999 Convention CD.** A clean copy of the CD has been provided by Dan Richardson. A committee has been formed to oversee the project. The current sticking point is the inaccessible artwork file.
- **WMSHC Library and Archives.** Rosie Wojcik and Kelsey Wessels have been working to compile a resource library and archive. This will be an ongoing project.

- **Travel Grant Policy & Revenue Discussion.** John Holbrook will follow-up on this with the current Travel Grant Committee (Linda Shea and Anna Maria Irvine).
- **Financial Policy.** Paul Butler will draft a policy and present it to the board at our next meeting.
- **Membership Communications.** Jenna Strizak wishes to improve communications between the board and the membership and will work with the board to accomplish this.
- **Oversee a Successful Convention.** The board should check in regularly with convention officers to ensure the convention is on track and within budget.
- **Web Site Re-design.** Sheldon will oversee a committee to examine the existing web site and brainstorm ideas in how the web site can be improved to better the membership and provide useful tools to the board. Paul has expressed interest to be on this committee.
- **Document Packets/Handbooks for Convention Officers and Board Members.** Incoming board members and convention officers should receive a handbook outlining policies applicable to the roles they are taking on. Past convention officers could be queried for ideas regarding their experiences in these roles. Jenna and Rosie will continue to work on this.
- **Acknowledge Peter Irvine's and Dan Richardson's pro bono contributions to the organization.**

5. Pass the Budget for 2006.

Paul Butler presented the 2006 budget to the board. The budget was accepted and passed by the board. Some points raised during the budget discussion were:

- For many years the budget has been bolstered by a \$1000 anonymous donation given in memory of Karen House. Additionally, donations provided at the PVAD contribute \$600 in revenue. WMSHC, Inc. may not be able to count on these donations every year.
- Questions were raised as to whether a surplus exists in the travel grants budget from previous years when the travel grants were allocated more funds than were granted.

- The convention budget for 2006 is \$100 more than the convention budget passed. The increase is attributed to the \$100 deposit on the CFA for the 2007 convention made on the last day of the convention.
- The board agreed that due to the rising costs of *The Sacred Harp*, WMSHC, Inc. should sell any existing copies to reflect those price increases.
- The board should check in with Dan to ensure his expenses are being met for recording our convention.
- The singing school budget remains at \$150 which Paul contributes to two \$75 singing schools. The board agreed that singing school teachers should be paid \$50, thus stretching the budget to include three singing schools.
- The Travel Grants budget remains at \$1,500. The board agrees that travel grants are a priority for the organization and that possible means for increasing revenue for travel grants should be examined.
- The board voted to move the WMSHC, Inc. bank account from Bank of America to T.D. Banknorth. Since Paul works for T.D. Banknorth Wealth Management, a company owned by the same company as T.D. Banknorth, the board examined whether this arrangement might possibly constitute a conflict of interest in accordance with the *Conflict of Interest Policy* of WMSHC, Inc. It was determined that Paul would not benefit financially from the proposed arrangement and therefore this arrangement would not constitute a conflict of interest. The board approved the motion to move the WMSHC, Inc. bank account to T.D. Banknorth, with Paul abstained from the vote.
- Rosie proposed that proposed the treasurer should bring recent bank statements to board meetings along with the financial reports. The board concurred and adopted this as policy for the board to confirm at our meetings that current bank statements support the treasurer's financial reports.

6. Domain and Web Hosting Migration

In January, Sheldon facilitated the transfer and renewal of the WMSHC.org domain name away from Network Solutions and to the more affordable registrar, GoDaddy.com. The WMSHC.org is currently secure through 1/2007.

- A protocol was discussed for maintaining accurate domain contact information as well as record keeping regarding passwords and logins relating to the web site and domain name. Sheldon agreed to create a document for maintaining this information.
- Sheldon proposed migrating the WMSHC.org web site and email to his organization's servers. The migration would provide WMSHC, Inc. with better email capabilities and the ability to manage email internally and will provide a better hosting platform for the web site redesign. Since the company proposed to host the WMSHC.org web site is owned by Sheldon, the board examined whether this arrangement might possibly constitute a conflict of interest in accordance with the *Conflict of Interest Policy* of WMSHC, Inc. It was determined that Sheldon would not benefit financially from the proposed hosting arrangement and therefore this arrangement would not constitute a conflict of interest. The board approved the motion to move the web site and email.

7. Preliminary Board Meeting Dates

The board agreed on the following preliminary periods for future meetings during 2006:

- Business Meeting at 2006 Convention
- April (after First Sunday Sing)
- July (end of month)
- September (after First Sunday Sing)
- Before Annual Meeting and Elections

To Do Items:

Paul Butler: Draft financial policy for next meeting. Determine if any unused travel grant funds from previous years can be rolled over.

John Holbrook: Query travel grant committee for info for formulating TG policy. Explore WMSHC, Inc. tax filing obligations with IRS.

Sheldon Finlay: Arrange hosting and migrate web site and email. Create a committee to explore a redesign of web site. Formulate domain contact protocol.

Jenna Strizak: Follow-up with membership regarding boards operation. Re-release of CD (possibly pre-convention?).

Rosie Wojcik: Convention officer/ Board member handbooks. WMSHC Archives.

Other: Check in with convention officers. Bylaws review committee (find at least one non-board member). Acknowledgement of Peter Irvine and Dan Richardson. Follow-up with Dan Richardson what his expenses are for recording the convention.

The meeting closed at 7:40PM

*Respectfully submitted by Sheldon Finlay (20050206*3:00)*