

**Minutes of the IBMA Board of Directors Meeting
June 10-11, 2019- Scarritt Bennett Center, Nashville, TN**

Members Present: Regina Derzon, Joe Mullins, Ben Surratt, Wayne Taylor, Steve Martin, Mike Drudge, Bob Webster, Marian Leighton Levy, Mike Simpson, Jeremy Darrow, Stephen Mouglin, Jamie Deering, William Lewis, Claire Armbruster, Silvio Ferretti and Dan Boner (joined the meeting on Tuesday, June 11).

Members Absent: Denise Jarvinen, Alan Tompkins (joined via phone for part of both days) and Kenny Smith. (Excused)

Others Present: Paul Schiminger (IBMA Executive Director), Chris Joslin (Executive Director, Bluegrass Music Hall of Fame & Museum), Eddie Huffman (Convention Services Director, Amy Beth Hale (Membership Director), Abby Lee Hood (Communications Director) and Kaitlyn Luce (Operations Coordinator). Additionally, newly-elected Board members (member elected) present were: Joe Newberry, Michelle Conceison, Adam Engelhardt and Kyle Cantrell. Nate Lee joined in on Tuesday.

Monday, June 10, 2019

The meeting was called to order at 10:00 a.m. (Central) by Board Chair, Joe Mullins. Newly-elected Board members gave self-introductions. Staff members introduced themselves.

It was MOVED (William Lewis) and SECONDED (Ben Surratt) to approve the minutes of the March 19, 2019 teleconference meeting as presented. VOTE: Unanimous. The motion passed.

The Board welcomed newly-elected (and re-elected) Board members (to be officially seated at the conclusion of this meeting).

Mike Simpson and Eddie Huffman gave a report on the work and recommendations of the Branding Task Force. The Task Force consists of Mike Simpson (Chair), Adam Kirr, Landon Elmore, and Eddie Huffman as staff liaison. A written report was included in the Board meeting materials. Paul Schiminger noted that the current 7/1/19-6/30/20 budget does not currently contain budget information for the RFP and implementation process. The goal is for 2020's event to have the branding in place and included in 7/1/20-6/30/21 budget. William Lewis noted that the timetable for the RFP process is somewhat tight. It was MOVED (Jeremy Darrow) and SECONDED (Marian Leighton Levy) to accept the recommendation of the Task Force and provide a budget of \$25,000 for the RFP process. VOTE: Unanimous. The motion passed.

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Ben Surratt gave an update on the Diversity Task Force. The Task Force consists of Ben Surratt (Chair), Michelle Conceison, Marian Leighton Levy, Jeremy Darrow, Emily Epley, Kelly Kessler and Eddie Huffman (staff liaison). The composition of the Task Force itself was reviewed to ensure inclusion. Also discussed was a “Key Chain” initiative which looks at how promoters book festivals and “Good Night Out” regarding events. The Task Force will make a recommendation to the Board in the near future. William Lewis asked that the Task Force also consider people with “other abilities” be included in the initiative.

Paul Schiminger, Eddie Huffman and William Lewis gave an update on World of Bluegrass which included convention services report, festival update, sponsorship update and Awards Show update. A complete report was provided in the Board materials. Claire Armbruster gave an update on the Awards Show. William Lewis gave a festival update for Street Fest and Red Hat and a brief sponsorship update.

It was MOVED (William Lewis) and SECONDED (Jamie Deering) to adopt an anti-harassment policy. IBMA’s attorney will review the document for the Board’s final approval. VOTE: Unanimous. The motion passed.

Amy Beth Hale provided the Membership report. A written report was provided in the Board documents. Total membership as of May 31, 2019 stands at 2,412, of which 1,695 are Professional Members and 717 are Grass Roots Members. The Membership Committee met earlier this year (Chaired by Greg Cahill). The Committee is considering adding people to the group. They are reviewing the current membership benefits and considering additional benefits.

The first round Hall of Fame ballot went out last week. The second round will go out on June 13.

Abby Lee Hood provided the report of the Communications Director. A written report was provided in the Board documents. She went through the digital marketing goals and projects.

Kaitlyn Luce gave her report as Operations Coordinator. This is a new position at IBMA. She serves as the liaison to Leadership Bluegrass. She also serves as the box office manager for World of Bluegrass (coordinates with Etix, customer calls, etc.). She is responsible for working with the Momentum and Industry Achievement Awards. She works on securing sponsors for the Bluegrass Ramble and developing a master schedule for the IBMA office work.

(Lunch break) The meeting resumed at 1:15 p.m.

Chris Joslin presented an update on the Bluegrass Music Hall of Fame and Museum. Over 20,000 visitors have been to the facility since it’s opening in

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October. Group lessons are being conducted. Participates ages have ranged from 6 to 80. He went into detail describing all past and upcoming events and an introduction to the space use and staff projects.

Paul Schiminger presented the report of the Executive Director. He reviewed the changes to the staffing model and complimented the work of each staff member. An overview of the current bookkeeper (contractor) was provided. The draft Audit Report for FYE June 30, 2018 was reviewed. The final audit report will be presented to the Board soon.

The financial statements were presented in the Board materials. Paul went through the items which required special attention. It was MOVED (Stephen Mouglin) and SECONDED (Jamie Deering) to adopt the budget with noted modifications to create a balanced budget. The amended budget will be distributed to the Board. VOTE: Unanimous. The motion passed.

Alan Tompkins (joining the meeting via telephone) made a presentation entitled "Proposal for the Establishment of a Restricted Fund for Leadership Bluegrass" which was distributed to the Board recently. He explained that the proposal deals with the actual Leadership Bluegrass *class*, not the retreat or other functions of Leadership Bluegrass. It was MOVED (Alan Tompkins) and SECONDED (Mike Drudge) that the IBMA Board of Directors establish a designated, restricted fund (the "LBG Fund") within the IBMA accounting system for the long-term support of Leadership Bluegrass ("LBG") under the following terms separate bank account is not required. IBMA staff and its accountants are directed to (1) accurately and timely identify, track, record, and report all revenue (including all donations and registration fees) and expenses directly attributable to the conduct of Leadership Bluegrass, (2) accurately reflect the cumulative surplus/deficit in the LBG Fund within the IBMA financial statements, and provide a complete report on LBG Fund transactions to LBPC and LBAC at least once a year. No funds may be withdrawn from the LBG Fund by any person or entity unless such funds are used to pay direct expenses of the Leadership Bluegrass program (i.e. the annual LBG class held in the spring). LBAC activities shall be accounted for separately and therefore shall not affect the LBG Fund unless LBAC makes donations to or transacts other business with the LBG Fund. No salaries or general overhead for IBMA administrative staff support for Leadership Bluegrass may be charged to the LBG Fund without the approval of the IBMA Board of Directors. Discussion ensued. Alan specifically noted that the issue at hand concerns only the annual Leadership Bluegrass class that is held in Nashville each spring. Paul noted that he has consulted with IBMA's attorney to discuss the matter. VOTE: For: 4; Opposed: 11. The motion fails.

Joe Mullins noted the importance of appointing another Financial Committee going forward. Once the officers are elected tomorrow, the Treasurer elected will be the Chair of said committee.

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Joe Mullins introduced the Committee approval procedures. Specifically, the Hall of Fame Panel of Electors. Ben Surratt reviewed the current policy and his desire to institute a more regular policy for participation in the Panel of Electors. Additionally, the mechanism for appointing additional POE members needs to be clarified. The need for a formal policy was noted. Joe noted that the 2 areas the Awards Task Force did *not* deal with were Hall of Fame and Distinguished Achievement Awards. That work will begin this fall. A review will be conducted of the HOF and DSA.

The Board meeting recessed at 4:52 p.m. until tomorrow morning at 9:00 a.m.

Tuesday, June 11, 2019

The Board reconvened at 9:00 a.m. and went into executive session with only current Board members in attendance. The full Board and other attendees reconvened at 10:00 a.m.

Joe Mullins called attention to the Board Governance Overview in the Board documents. Our attorney will be in attendance at the WOB Board meeting to review the details with the full Board. Newly-elected Board members were encouraged to review the document prior to the fall Board meeting. Board members were reminded to complete the Conflict of Interest form and return it immediately to Paul.

Nate Lee gave the Board an update on Leadership Bluegrass. There are almost 500 LBG graduates to date. This year's class was the 20th LBG class. Nate provided the Board with a written report in the Board materials. Kaitlyn Luce serves as the IBMA Staff Liaison to LBG. The LBG Planning Committee consists of Nate Lee (Chair), Ron Raxter, Dustin Boyd, Nolan Lawrence, Kris Truelsen, Annie Savage and Kathy Hanson. Kathy will serve as facilitator for the next LBG class (2020).

The Board conducted the election of 3 Board-appointed At-Large seats beginning at the end of this meeting for a 3-year term expiring in the fall of 2022. Ballots were distributed and the Board was asked to vote for their top 3 choices in rank order. The following people were elected: Marian Leighton Levy, Ashley Moyer and Chris Pandolfi. The Board expressed its appreciation to Steve Martin and Denise Jarvinen for their service to the Board, IBMA and to the entire bluegrass community.

The Executive Committee consists of the officers of the Board and one additional Board member. The election of officers for a one year term ending spring of 2020.

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The Board expressed its appreciation to the following out-going Board members:

Stephen Mougín nominated Regina Derzon for Secretary. Regina was elected Secretary by acclamation.

Stephen Mougín nominated Mike Simpson for Treasurer. Mike was elected Treasurer by acclamation.

Stephen Mougín nominated Jamie Deering for Vice Chair. Jeremy Darrow nominated Stephen Mougín for Vice Chair. Ben Surratt nominated Jeremy Darrow for Vice Chair. Jamie was elected Vice Chair.

Claire Armbruster nominated Marian Leighton Levy to serve as the 5th member of the Executive Committee. Stephen Mougín nominated Dan Boner. Dan was elected to serve as the 5th member of the Executive Committee.

Stephen Mougín nominated Joe Mullins for Chair. Joe was elected Chair by acclamation. Joe was elected Chair by acclamation.

The Board recognized the out-going Board members with a plaque and expressed appreciation: Mike Drudge, William Lewis, Wayne Taylor, Alan Tompkins, Denise Jarvinen and Steve Martin.

It was MOVED (Stephen Mougín) and SECONDED (Ben Surratt) to adjourn the meeting. VOTE: Unanimous. The meeting was adjourned at 1:35 p.m.

Respectfully submitted,

Regina Warner Derzon
Secretary

Approved by the Board of Directors: XXX