

**MUSIC TEACHERS NATIONAL ASSOCIATION
BOARD OF DIRECTORS MEETING
Salt Lake City, Utah
July 11-13, 2013**

MINUTES

ATTENDEES

Present

President Kenneth Christensen, President-elect Rebecca Johnson, Immediate Past President Benjamin Caton, Secretary-Treasurer Karen Thickstun, , Scott Beard (Eastern Division), Tim Shook (West Central Division), Gerardo Ascheri (East Central Division), Cheryl Norman (Southwest Division), Mary Sallee (South Central Division), David French (Northwest Division), Martha Thomas (Southern Division), and Executive Director & CEO Gary Ingle (ex officio without vote)

Absent

Vice President Debra Florian

Staff Present

COO Brian Shepard and Executive Coordinator Diana Viltrakis

CALL TO ORDER

President Kenneth Christensen called the meeting to order at 2:06 p.m. MDT on July 11, 2013.

APPROVAL OF MINUTES

The minutes from the March 2013 were approved unanimously as submitted via an email vote on April 15, 2013.

**ACTION IN WRITING IN LIEU OF A SPECIAL MEETING
OF THE BOARD OF DIRECTORS**

The following resolution was approved unanimously via email vote on May 22, 2013:

Pursuant to the authority of Section 1701.54 of the Ohio Revised Code, the undersigned, being all of the Directors of the Music Teachers National Association, Inc. (“MTNA”), do hereby make and adopt the following resolutions:

WHEREAS, MTNA wishes to clarify that its Code of Ethics does not restrain any form of competition; and

WHEREAS, MTNA wishes to further clarify that compliance with the MTNA Code of Ethics is not a condition of MTNA membership and that the Code is a non-enforceable standard of conduct to which MTNA members should aspire.

NOW, THEREFORE, the MTNA Board of Directors adopts the following resolutions:

RESOLVED, that the current Code of Ethics of MTNA is hereby replaced in its entirety by the Code of Ethics set forth on attached Exhibit A hereto; and

RESOLVED FURTHER, that the document entitled “Ethical Considerations” which sets forth the procedures for resolving ethical disputes is hereby replaced in its entirety with the document entitled “MTNA Mediation of Ethical Disputes” which is attached as Exhibit B hereto.

PASSED

EXHIBIT A

Code of Ethics

Vision and Values

The mission of MTNA is to advance the value of music study and music making in society and to support the professionalism of music teachers.

The mission is accomplished by members who teach with competence, act with integrity, volunteer services to MTNA programs, provide professional support for colleagues and communities, and comply with all laws and regulations that impact the music teaching profession.

Code of Ethics. The principles and aspirations found in the Code of Ethics are not conditions of membership, but are goals and ideals that each MTNA member should strive to make an essential part of his or her professional commitment to students, to colleagues, and to society.

Commitment to Students

The teacher shall conduct the relationship with students and families in a professional manner:

- The teacher shall respect the personal integrity and privacy of students unless the law requires disclosure.
- The teacher shall clearly communicate the expectations of the studio.
- The teacher shall encourage, guide and develop the musical potential of each student.
- The teacher shall treat each student with dignity and respect, without discrimination of any kind.

- The teacher shall respect the student’s right to obtain instruction from the teacher of his or her choice.

Commitment to Colleagues

The teacher shall maintain a professional attitude and shall act with integrity with regard to colleagues in the profession.

- The teacher shall respect the reputation of colleagues and shall refrain from making false or malicious statements about colleagues.
- The teacher shall refrain from disclosing sensitive information about colleagues obtained in the course of professional service unless disclosure serves a compelling professional purpose or is required by law.
- The teacher shall participate in the student’s change of teachers with as much communication as possible between parties, while being sensitive to the privacy rights of the student and families.

Commitment to Society

The teacher shall maintain the highest standard of professional conduct and personal integrity.

- The teacher shall accurately represent his/her professional qualifications.
- The teacher shall strive for continued growth in professional competencies.
- The teacher is encouraged to be a resource in the community.

EXHIBIT B

MTNA MEDIATION OF ETHICAL DISPUTES

Direct communication between members who are involved in an ethical conflict is the first essential step in resolving the matter. Members are strongly encouraged to work out ethical problems themselves. If issues cannot be resolved by the involved parties, the Executive Director may assist in their resolution. Procedures for mediating ethical concerns are outlined below. Each step will be followed in a timely fashion with the utmost tact and confidentiality. Communication with others beyond the parties involved will take place only when necessary or required by law.

A. Submission of a Complaint

1. A member may report an alleged ethical infringement by another member to the Executive Director. The Executive Director will inquire whether the member has attempted to resolve the issue directly with the other member.
2. The Executive Director may stop the process at any point, finding that the issue does not constitute an ethical issue or that mediation efforts by the Executive Director are not likely to help in resolving the conflict.

3. If the Executive Director believes that mediation may aide the resolution of the conflict, the Executive Directive will request from the reporting member written documentation of the alleged ethical infringement, which must contain the specific charges, supporting evidence, and the reporting member's address, phone number, email address, and signature.
4. The Executive Director may contact the member charged with the alleged infringement in order to mediate the conflict. The member charged with the alleged infringement, if contacted, will be given the opportunity to respond to the reported concern. The reporting member will be made known to the reported member if deemed necessary to facilitate a resolution.
5. If the Executive Director is able to successfully mediate the ethical dispute, the resolution will be documented and forwarded to both members. If the Executive Director determines the mediation is not possible, the Executive Director shall notify the members involved that MTNA's mediation efforts have terminated. At that point, all involvement of MTNA in the ethical dispute shall cease.

REPORTS

National Officers

Written reports were received from the following National Officers: President Kenneth Christensen, President-elect Rebecca Johnson, Vice President Debra Florian, Secretary-Treasurer Karen Thickstun, and Immediate Past President Benjamin Caton.

Secretary-Treasurer Karen Thickstun presented an overview of the May 31, 2013 financial reports. Assets of MTNA are \$3,629,885.26 with liabilities of \$711,297.02, and income of \$2,453,947.87 with expenses of \$2,068,065.91. The balance of the MTNA Trust account is \$804,818.01. The Foundation Fund Endowment account has assets of \$918,829.78 and the McHose Trust has assets of \$607,069.61.

Division Directors

Written reports from all seven Division Directors were reviewed: East Central (Gerardo Ascheri), Eastern (Scott Beard), Northwest (David French), South Central (Mary Sallee), Southern (Martha Thomas), Southwest (Cheryl Norman) and West Central (Tim Shook).

Forum reports were also reviewed from each director. As a part of his Collaborative Forum report, Eastern Division Director Scott Beard encouraged continuing support of collaborations. Several ideas were discussed including having another "Year of Collaborative Music," an emphasis on duos and trios, and the possibility of adding a Jazz and Musical Theater competition.

Executive Director & CEO

A written report was received from Executive Director & CEO Gary Ingle. His written report focused on the following items:

1. Update on the FTC Investigation
2. Update on the Ohio Attorney General's Investigation
3. 2013 and 2014 Conferences
4. Finances
5. Membership
6. Publications Issues
7. RMM and Group Teaching Specialists
8. Affiliates
9. Staff
10. Partnerships
11. Travel and Meetings

In addition to his written report, he informed the Board that MTNA is sponsoring a competition award with the International Society of Bassists, that the process has begun to renegotiate the national headquarters' lease, that longtime supporter Jane Snow had passed away at 99 years of age, and that the response to the "VIP" membership emphasis has been positive.

Ingle also recognized Brian Shepard, who celebrated his 10th anniversary at MTNA on June 23, 2013. Brian has served MTNA since 2003 in a variety of positions, currently as Chief Operating Officer. Brian is a talented professional who is respected by our members, by the industry, and his colleagues. Ingle and the Board expressed their deepest gratitude for his service.

Committees

Written reports were received from the Nominating Committee (Benjamin Caton), Finance Committee (Karen Thickstun), Membership Committee (Lezlee Bishop), Bylaws Revision Committee (Celinda Halbauer), Foundation Fund Development Committee (Brian Chung/Thomas Ediger), Partnership Review Committee (Rebecca Johnson), State Presidents Advisory Council (Catherine Walby), *AMT* Editorial Committee (James Litzelman), MTNA e-Journal

Editorial Committee (Andrew Hisey), Composer Commissioning Program (Ann Witherspoon), 2014 Conference Planning Committee (Peter Mack), Exhibitors Committee (Koch), National Group Piano/Piano Pedagogy Forum (Michelle Conda), and the One for All Committee (Debra Florian).

Nominating Committee

Immediate Past-President Benjamin Caton, as chair of the Nominating Committee, announced the following nominees for Division Director-elect for the 2014-2016 biennium:

Eastern	Ginger Hwalek (ME)	Mary Lynn Bennett (WVA/PA)
East Central	Christine Steiner (OH)	Adrienne Wiley (MI)
Northwest	Teresa Bogard (WY)	Christopher Hahn (MT)
South Central	Sherry Frush (TX)	Donna Toney (LA)
Southern	Kevin Chance (AL)	Gabriella Ryan (VA)
Southwest	Sue Field (CA)	Ron Grinage (NM)
West Central	Beth Klingenstein (ND)	Linda Christiansen (NE)

FTC Investigation

Executive Director & CEO Ingle updated the Board on further developments in the FTC investigation. A draft Consent Decree received from the FTC immediately prior to the board meeting was distributed. The Board discussed the decree and other issues in depth. The next step is to negotiate the obligations to which MTNA will consent to in any settlement.

The meeting was recessed at 4:57 p.m. MDT on July 11, 2013.

The meeting resumed at 9:01 a.m. MDT on July 12, 2013.

BUSINESS

Presidential Appointments

President Kenneth Christensen submitted the list of appointments for ratification:

Group Teaching Specialist Program Evaluators

Ann Gipson
Christopher Fischer
Sylvia Coats

Recreational Music Making Specialist Program Evaluators

Brenda Dillon
Nan Richerson

Emily McGree

One for All Committee Members

Margaret Baldrige

Lezlee Bishop

Reginald Unterseher

Samuel Holland

Zachary Lopes

Motion and second to ratify the appointments.

PASSED

Rural Member Conference Call

The Board discussed the Rural Member Conference Call that took place on Sunday, June 9, 2013 at 8:00 p.m. EST.

There was positive feedback both through email and Facebook responses both prior to the call as well after. There was also positive response regarding MTNA really listening to the “real-world” challenges faced by these members.

Board members Scott Beard and Martha Thomas will continue to pursue this topic and will update the Board at the Summit for MTNA Leadership in September 2013.

Competition Requirements

The Board of Directors discussed a proposal from the Director of Competitions Linda Stump and the National Composition Competition Coordinator Christopher Goldston to modify the rules pertaining to the submission of scores for the Composition Competition. It is requested that a requirement be established that students may submit only computer-generated scores (prepared with music notation software) and that students are required to submit a midi file performance of the submitted score.

Motion and second to approve the proposal to add the requirement that composition competition entrants may submit only computer-generated scores (prepared with music notation software) and that they are required to submit a midi file performance of the submitted score, effective with the 2014-2015 competition year.

PASSED

Travel Expenses for Commissioned Composer Chair

The Board discussed a proposal to increase the conference package and travel reimbursement for the Composer Commissioning Chair. The current reimbursement policy for national chairs was reviewed (airfare and shuttle reimbursement and one-half room rate up to 5 nights). The Finance

Committee recommended that the current policy remain as is. The Board took no action on the proposal.

Travel Expenses for MTNA Distinguished Composer

A proposal to establish a reimbursement policy for up to four performers for the Distinguished Composer of the Year performance at the national conference was discussed. Currently, the Distinguished Composer of the Year receives a prize of \$3,000, airfare to the conference, and four nights of accommodation. It is up to the composer to provide and pay for any required performers. The Board was sympathetic to the hardship this policy causes; however, it felt that the financial uncertainties related to reimbursing performers was not a desirable action.

Motion and second to increase the award for Distinguished Composer of the Year from \$3,000 to \$5,000 and to continue the current reimbursement policy for the composer only.

PASSED

Conference Role of Commissioned Composer Chair

The Board discussed a proposal to change the conference status of the Commissioned Composer chair from "presider" to "presenter." The Board took no action on the proposal.

Guidelines for Local Associations and Collegiate Chapters

The Board discussed a proposal from Tim Shook to develop a national initiative to supply guidelines for the relationship between local associations and collegiate chapters. Many ideas were suggested including listing best practices on the website, local associations and collegiate chapter conference call, and a way to have more of a presence online for resources. Tim Shook will work with the national office staff on this issue.

Incentives for Division Competition Chairs

The Board discussed a proposal from Tim Shook to provide additional conference and travel reimbursements as incentives for a person taking on the responsibility of Division Competition Chair. Currently, MTNA policy is to provide airfare reimbursement, one-half hotel room rate for 3 nights, and \$50 for meal reimbursement for travel to division competitions. The Finance Committee recommended keeping the compensation policy as it is currently. The Board made no changes in the current policy.

National Collegiate Chapter Facebook Page

The Board discussed a topic proposed by Tim Shook to establish a national collegiate chapter Facebook page. The Board was informed that a collegiate chapter Facebook page already exists, but it was neither established by nor is it administered by MTNA. Efforts are currently underway to work with the current administrator of the page to share administrative rights.

The larger issues of the internet, social media, and digital possibilities were of particular importance to several Board members. Board members Martha Thomas, Scott Beard, Rebecca Johnson, and Tim Shook agreed to dialogue with the national staff to address ways to more effectively harness virtual space and to enhance MTNA's technology opportunities.

Door Monitor Requirements at Conference

The Board discussed a proposal from Tim Shook that the door monitor requirements for collegiate volunteers at the national conference be reduced. Currently the requirement is 8 hours, but rarely are the students assigned the full amount.

Motion and second to reduce the requirement for collegiate volunteers from 8 hours to 6 hours.

PASSED

Financial Policy Review

The Finance Committee reported that it had reviewed the current financial and investment policies for MTNA and that it recommends no changes to the existing policies. The Board made no changes.

Audit Approval

The Finance Committee reported that it evaluated the work of Clark, Schafer, Hackett & Co. It was noted that this firm has performed the audits since FY 2002 and knows the MTNA operations and software programs. In addition, the company has advised MTNA management throughout the year on various American Institute of Certified Public Accountants (AICPA) rulings and also provided timely seminars, free of charge, on pertinent operational issues.

Motion from the Finance Committee to approve Clark, Schaefer, Hackett & Co. as the auditors for FY 2013.

PASSED

Benevolence Fund Proposal

An *MTNA Benevolence Fund* has been created with the remaining monies from the Superstorm Sandy Fund. This fund will assist MTNA with future disaster relief efforts. Executive Director & CEO Ingle presented a proposed policy to guide and govern the processes for and the distributions from this fund. The policy outlined the purpose, sources of income, process to

determine a natural disaster, guidelines for disbursement, priority of recipients, and procedure for disbursement.

Motion and second to approve the proposed policy for the *MTNA Benevolence Fund* as presented.

PASSED

e-Journal Article of the Year Award

Currently, MTNA awards a \$1,000 prize each year for the AMT Article of the Year. However, no award exists for the e-Journal articles.

Motion and second to establish an annual MTNA *e-Journal Article of the Year Award* with a \$1,000 prize, effective with the 2014 National Conference.

PASSED

Collegiate Chapter of the Year Award

The Board discussed a proposal from Martha Thomas regarding the Collegiate Chapter of the Year award. She presented five issues for consideration: to increase the number of awards from one to two, to require letters for the chapter advisor and the chapter president, to include specific criteria on the application, to include an information sheet listing specific points that every application contain, and a recommended order for information submitted with the application. Following lengthy discussion the Board took no formal action.

Achievement Award Recipient

Motion and second to select renowned artist Byron Janis as the recipient of the 2014 MTNA Achievement Award.

PASSED

Distinguished Service Award Recipient

Motion and second to select Ruth Pitts as the recipient of the 2014 MTNA Distinguished Service Award.

PASSED

Meeting recessed at 4:43 p.m. MDT on Friday, July 12, 2013

Meeting reconvened at 9:00 a.m. MDT on Saturday, July 13, 2013

Executive Director Annual Review

By general consent, the Board went into Executive Session with the Executive Director not present in order to perform the annual review of the Executive Director.

The President declared the Board out of Executive Session at 10:30 a.m.

President Christensen informed Executive Director & CEO Ingle that the Board's review of his work was extremely positive. He indicated that the Board is pleased with and has great confidence in his leadership of the association. President Christensen also reported that the Board unanimously approved a formal "vote of confidence" for Ingle. A written document that formalizes the review is forthcoming.

FY 2014 Budget Proposal

Secretary-Treasurer Karen Thickstun, on behalf of the Finance Committee, made a presentation of the proposed FY 2014 MTNA budget. The MTNA Budget proposed income of \$2,261,618 and net cash expenses of \$2,253,860. Capital expenditures add an additional \$7,000 in cash expenses. The budget was constructed with the following priorities in mind:

- PRIORITY 1: PERSONNEL
- PRIORITY 2: ADMINISTRATION AND TECHNOLOGY
- PRIORITY 3: CONFERENCE AND MEETINGS
- PRIORITY 4: PUBLICATIONS
- PRIORITY 5: COMPETITIONS
- PRIORITY 6: MEMBERSHIP AND PARTNERSHIP DEVELOPMENT
- PRIORITY 7: GOVERNANCE
- PRIORITY 8: FOUNDATION FUND
- PRIORITY 9: CERTIFICATION

As a result of the Board's action to increase the Distinguished Composer of the Year award from \$3,000 to \$5,000, an additional \$2,000 was added to the proposed expense budget, increasing the net cash expenses to \$2,255,860. Proposed income and capital expenditures are unchanged.

Motion from the Finance Committee to approve the proposed FY 2014 MTNA Budget as amended.

PASSED

Bylaws

The Board reviewed a preliminary draft of proposed changes and updates of the bylaws submitted by the Bylaws Task Force. In addition, the Board discussed two recommendations

from the committee regarding categories of membership and representation on the Board of Directors. Discussion focused on the desirability of increased and more meaningful participation of collegiate members.

Motion and second to establish a *Collegiate Involvement Task Force*, consisting of Rebecca Johnson, Timothy Shook, Cheryl Norman, and Karen Thickstun, whose charge is to look at collegiate chapters and collegiate member involvement at the national level and to make recommendations to the Board that enhance the engagement of and with the collegiate members.

PASSED

Although *Roberts' Rules* do not prohibit members of a Nominating Committee from being nominated for a position, the practice has been strongly discouraged and usually forbidden by individual committees. The Board discussed the desirability of formalizing the prohibition in the bylaws.

Motion and Second to add to Article 6 Section 2 of the MTNA Bylaws that members of the Nominating Committee may not be nominated for a national or division office while serving on the committee.

PASSED (10 yes, 1 no)

A discussion ensued on the desirability of having all national officers on the Finance Committee. Currently, the Finance Committee consists of the President, President-elect, Secretary-Treasurer (as chair), Immediate Past President, Division Director Representative, and Executive Director & CEO (ex officio without vote).

Motion and Second to add the position of Vice President to the Finance Committee in the upcoming bylaws revision.

PASSED

The Vice President will attend informally until the position is added to the bylaws.

The Board of Directors expressed its gratitude to the Bylaws Task Force for its superb work. It is the intent of the Board that the revisions will be presented to the membership for discussion and input at the Annual Meeting in March 2014 and for a vote soon thereafter.

ANNOUNCEMENTS

The Summit for MTNA Leadership is September 21-22, 2013 in Cincinnati, Ohio.

The December Board meeting is scheduled for December 5-7, 2013 in Cincinnati, Ohio.

ADJOURNMENT

President Christensen adjourned the meeting at 11:26 a.m. MDT on July 13, 2013.

Respectfully submitted,

Karen Thickstun

Secretary-Treasurer