

MUSIC TEACHERS NATIONAL ASSOCIATION

BOARD OF DIRECTORS MEETING

Cincinnati, OH
December 6 – 9, 2007

MINUTES

PRESENT

President Gail Berenson, President-elect Ann Gipson, Vice President Janice Wenger, Secretary/Treasurer Judith Price, Immediate Past President Paul Stewart, Executive Director Gary Ingle (ex officio without vote), Kenneth Christensen, Diane Higgins, Deborah Martin, Mary Ellen Moore, Cheryl Pachak-Brooks, Ruth Pitts, and Carmen Shaw

Staff Present

Senior Deputy Executive Director Marge Bengel
Deputy Executive Director Julianne Miranda
Director of Marketing and Public Relations Brian Shepard

CALL TO ORDER

President Gail Berenson called the meeting to order at 9:00 a.m. on December 7, 2007.

AGENDA

President Berenson requested that the order of business be re-ordered to allow for discussion of Agenda Items under Tab 8 through 12 while the MTNA Attorney Scott Gillian was present.

Motion (Stewart) second (Price) to consider the Agenda item under Tab 9 before the Agenda item under Tab 8

FAILED (5 YES, 6 NO, 1 Abstention)

(This includes a vote from the presiding officer in order to break the tie as prescribed in Robert's Rules of Order, 10th Edition)

BUSINESS

Executive Director Title Revision

Motion (Gipson) and second (Pachak-Brooks) that the Board revise and update the title of the Executive Director to “Executive Director and Chief Executive Officer.”

By general consent, the Board went into Executive Session without the Executive Director and staff present.

President Berenson declared the Board out of Executive Session at which time the vote was taken on the motion.

PASSED (11 Yes, 1 No)

The Board then discussed the need to update the MTNA Bylaws with the Executive’s new title and to bring other elements in line with current MTNA terminology and Articles of Incorporation.

Motion (Price) and second (Higgins) to establish a committee to analyze and review the Bylaws in light of the Articles of Incorporation and current MTNA terminology.

PASSED (Unanimous)

Annual Evaluation of the Executive Director

Immediate Past President Paul Stewart proposed that the MTNA Bylaws be amended to include language regarding the annual evaluation of the Executive Director by the Finance Committee as follows (amendment in **bold**):

Article IX - Finance

Section 4. Finance Committee

The Finance Committee shall coordinate the Board’s financial oversight responsibilities by recommending policy to the Board, interpreting it for the staff, and monitoring its implementation. The Committee, in consultation with the Executive Director and financial staff person, shall propose a budget for approval by the Board of Directors. **<The Finance committee shall conduct an annual review and evaluation of the MTNA Executive Director. A written copy of this Evaluation will be submitted to the MTNA Board of Directors for review and approval.>** It

may have other duties assigned to it by the President with the approval of the Board of Directors. The Committee shall consist of the President, President-elect, Secretary-Treasurer, Immediate Past President, Executive Director, ex officio without vote, plus one member elected from among the members of the Board of Directors. The Secretary-Treasurer shall serve as chair of this Committee.

Motion (Stewart) and Second (Higgins) that Article IX Section 4 of the MTNA Bylaws be amended as proposed.

FAILED (1 Yes, 6 No, 3 Abstentions)

Motion (Martin) and second (Higgins) that the Board of Directors always receive a written copy of the Executive Director annual review.

PASSED (Unanimous)

Proposed Amendment to the “Guidelines for Relationships of Outside Organizations with MTNA”

Immediate Past President Paul Stewart presented a proposal to amend the “Guidelines for Relationships of Outside Organizations with Music Teachers National Association.” Stewart believes the Guidelines are in conflict with Article VI Section 3 of the MTNA Bylaws.

Stewart proposed the following changes to the Guidelines (only the sections to be changed are listed):

Review of Relationships with Outside Organizations

The designated staff has the authority to pursue opportunities and negotiate terms within the parameters provided in this document. Any departures from the guidelines in this document require Board approval; any departure from the pre-approved strategies for use of MTNA service marks or trademarks requires MTNA Executive Director and designated staff approval (in consultation with the national leadership **AND FINANCE COMMITTEE APPROVAL.**

Each proposed relationship will be reviewed by the Executive Director to ensure that it is likely to meet the cost/benefit requirements. Each will be reviewed by MTNA Legal Counsel when required under "legal aspects and liabilities" above. New relationships will be presented to **THE BOARD OF DIRECTORS FOR REVIEW AND APPROVAL.** ~~the Partnership Review Committee (PRC) for review. The PRC will consist of a minimum of two members of the Board of Directors, at least one being a non-officer, appointed by the President, the President-elect, and one designated staff member (non-voting). The PRC will be chaired by the President-elect. Further:~~

- ~~1. The PRC will meet as appropriate.~~
- ~~2. The primary focus of the PRC will be to provide guidance to staff on ways to refine the decision-making process and participate in the decision-making process when it comes to approving new partnerships. The PRC will have responsibility for reviewing partnerships already in place and to respond to proposed partnerships with (a) approval, (b) rejection, or (c) decision to pass on to the Finance Committee or full Board (as appropriate) for final decision.~~
- ~~3. The PRC will respond to new proposals and issues related to partnerships in an expedient manner (approximately 2-3 business days).~~

Structure of Relationships with Outside Organizations

1. *Nature of relationships with outside organizations:* The relationship must be selected to further the goals of MTNA as stated in the MTNA Mission Statement. Further, the benefits to MTNA and to music teaching must be of national scope and sufficient as to justify any and all projected expenses involved. ("Expenses," in this sense, should be taken to encompass direct financial costs, cost of staff and overhead, and non-quantifiable "expenditures" of member attention, association prestige with select audiences, and the like. "Benefits" may include monetary support for MTNA programs or other programs in support of music teaching and non-quantifiable contributions to public awareness and the like.) It is understood that the officers of the organization involved will make certain that they gain significant "cause-related marketing" benefits from such a relationship; it is the task of MTNA staff to ensure that the relationship is in furtherance of MTNA's tax exempt purposes and that MTNA and the music teaching field also gain sufficient benefit from the relationship. An evaluation by the Executive Director (in consultation with the **FINANCE COMMITTEE** MTNA leadership) **WILL BE MADE** of this cost/benefit factor, together with the other factors listed in this document, ~~are the only guidelines limiting such relationships.~~

Types of Relationships with Outside Organizations

1. *Endorsements:* Reviewed and approved by ~~the PRC~~ **THE MTNA BOARD OF DIRECTORS**, endorsements allow the outside organization to use the MTNA logo or other service marks. The logo and other service marks may be used with permission in situations in which MTNA has not formally endorsed a product or service. This will be done, however, only when MTNA has formally entered into one of the other relationships listed here with the outside organization in question. Exceptions will be allowed when the use of the logo or other service mark is clearly a simple matter of conveniently representing the existence of a link on a web site or similar avenue for communication.

2. *Unrestricted Grants*: MTNA may accept unrestricted grants from outside organizations. In this case, the outside organization is permitted to use the MTNA logo and service marks in reporting the fact of their generosity in supporting music teaching through MTNA. Various other forms of recognition, including mention in MTNA media, listing on plaques or other tangible items, receipt of certificates or awards, and the like may be arranged by MTNA staff in consultation with the **FINANCE COMMITTEE**. ~~national leadership of MTNA.~~

6. *Licensing arrangements*: MTNA may enter into written agreements with outside organizations that produce, promote, or sell the organization's products and services with the association name and logo. All such agreements will be pre-approved by the **MTNA BOARD OF DIRECTORS** ~~PRC or the MTNA staff as outlined above.~~ In doing so, the organization may use the MTNA logo and service marks through product-specific promotions or advertising, but may not use the MTNA logo to promote or advertise the organization or its other products or services. No name other than MTNA and the licensed organizations may appear on the product, without the prior written permission of MTNA. Any use of the MTNA logo or service marks must be pre-approved by MTNA.

As part of the Board's discussion, MTNA attorney Scott Gilligan indicated that the elements of this document were not in conflict with the MTNA Bylaws.

Motion (Stewart) and second (Price) to adopt the amendments to the "Guidelines for Relationships of Outside Organizations with MTNA" as presented.

FAILED (1 Yes, 8 No, 1 Abstention)

Motion (Price) and second (Higgins) to review and reconsider this document at the Winter 2009 Board of Directors meeting.

PASSED

National Election Procedures

Immediate Past President Paul Stewart proposed that MTNA use an outside auditing firm to collect, tabulate, and verify the votes for all national MTNA elections. All member votes would be mailed directly to the auditing company by mail or electronically.

Motion (Stewart) and second (Price) that beginning with the 2008 national election, MTNA will contract an outside auditing company to collect, tabulate and verify the votes for all national elections.

FAILED (2 Yes, 7 No, 2 Abstention)

The meeting was recessed at noon and reconvened at 1:30 p.m.

MINUTES

The minutes of the June 2007 Board of Directors meeting were discussed. The following amendments were made:

On page 2, it was recommended that the Editorial Committee's rationale regarding the AMT covers issue be inserted before the motion:

“At the request of the MTNA Board, the committee considered a proposal to revamp AMT cover design by discontinuing the professional artwork we now use and substituting amateur art submissions by MTNA members and/or their students. After a lively discussion, a consensus was reached as reflected in the following memo submitted by Bill to the MTNA Board:

The AMT Editorial Committee considered Diane Higgins' proposal RE student-art AMT covers. Those present at the meeting, expressed strong and unanimous support for the quality, “classiness” and brand-recognition of AMT's present covers and did not wish to see them changed at this time. But other ideas were offered about how best to utilize the creative impetus behind Ms. Higgins' proposal, perhaps through MTNA's new website. Before we make a formal recommendation for a future Board meeting, however, I ask for a few more weeks for the purpose of polling the members who could not be at our meeting.

This topic was discussed with members of the Editorial Committee who were not at the meeting. The overwhelming response was to keep the present covers.”

On page 2, the results of the vote should be added: PASSED (6 Yes, 4 No)

On pages 19-20, the minutes should reflect that Gail Berenson represented MTNA on the Health Promotion in Schools of Music project.

On page 22, the following reason for the failure of the motion to encourage students to include music written after 1945 should be included:

“Although many recognized the value in this recommendation, many board members felt that the suggested rule was too ambiguous. There were issues with instructing judges on how to consider (or not consider) a student complying with the suggested repertoire.”

Motion (Price) and second (Christensen) to approve the minutes of the June 2007 meeting as amended.

PASSED

The minutes of the September 2007 meeting were reviewed.

Motion (Christensen) and second (Price) to approve the minutes of the September 9, 2007 meeting as presented.

REPORTS

National Officer Reports

Written reports were received from the following National Officers: President Gail Berenson, President-elect Ann Gipson, Vice President Janice Wenger (see Pedagogy Saturday Committee report), and Secretary/Treasurer Judith Price.

Treasurer Price reported as of October 31, 2007, assets of MTNA are \$2,969,830.34 with liabilities of \$47,839.28, and income of \$1,605,402.90 with expenses of \$767,880.94. Unrestricted long-term investments are \$824,108.05. The Foundation Fund Endowment Account has assets of \$776,828.08 and the McHose Trust has assets of \$685,666.13.

Kerry Roe of Clark, Schaefer, Hackett & Co. presented a financial statement analysis for the June 30, 2007 audit. Roe is the Clark, Schaefer partner in charge of the audit for MTNA. The opinion letter issued by the audit firm stated that “in our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Music Teachers National Association, Inc. as of June 30, 2007.”

The Board was provided performance reports of the MTNA investments through Stifel, Nicolaus. Donald Kaplan and Howard Kaplan of Kaplan, Litwin and Kaplan, managers of the MTNA investment accounts, led a review on the performance of the three investment accounts: MTNA, MTNA Foundation Trust and the McHose Scholarship Trust accounts.

Division Directors

Written reports were received from directors of all divisions: East Central (Carmen Shaw), Eastern (Deborah Martin), Northwest (Kenneth Christensen), South Central (Ruth Pitts), Southern (Diane Higgins), Southwest (Cheryl Pachak-Brooks) and West Central (Mary Ellen Moore).

National Program Chairs

Written reports were received from the following national program chairs: Composer Commissioning (Ann Witherspoon), 2008 Conference Planning Committee (Ingrid Clarfield).

Standing and Special Committees

Written reports from the following standing and special committees were reviewed: *AMT* Editorial Committee (William Westney), Finance Committee (Judith Price), Membership Committee (Ann Gipson), Partnership Review Committee (Gipson), Pedagogy Saturday Planning Committee (Wenger), MTNA State Presidents Advisory Council (Martha Thomas), and the Summit for MTNA Leadership Planning Committee (Ann Gipson).

Wenger reported she has written an article about Anne Epperson for an upcoming issue of *The American Music Teacher*.

Gipson reported that the Partnership Review Committee approved MTNA partnering with the American Guild of Organists for the 2008-09 International Celebration of the Organ. This year long celebration of the organ will focus upon the unique value of the organ and its literature as well as the contribution of its art to the culture at large.

Foundation Fund Development Committee (Brian Chung) and the Nominating Committee (Paul Stewart) submitted no reports at this time.

Ad Hoc Committees

The Board of Directors recommended the formation of two Ad-Hoc Task Forces at the June 2007 meeting. President Berenson provided the Board an update on the status of these two task forces:

1. Task Force on Student Art: President Berenson appointed Diane Higgins to take the lead on investigating options for utilizing student art. She agreed to explore these options with Senior Deputy Executive Director and COO, Marge Bengel, and Assistant Deputy Executive Director and CIO, Julianne Miranda. Due to Diane Higgins' schedule in the fall, this work has been delayed until 2008. She will be submitting a report to the Board at our March 2008 meeting.

2. Task Force on Outreach: President Berenson appointed Betty Stoloff as a one-person task force since she possesses such a personal commitment toward promoting charitable outreach and submitted an initial proposal at the SPAC meeting. Stoloff was invited to write a "Did You Know?" on this topic for one of MTNA's blast emails, which was sent to our state and local officers in November. She is also chairing a panel at the 2008 Denver Conference that will showcase potential models of outreach possibilities. Following this panel presentation, we will discuss what additional steps to take to further promote these kinds of outreach activities.

Executive Director Report

In addition to his written report, Executive Director Gary Ingle reported verbally on the following items:

1. The "Trust for Insuring Educators" (TIE) is proceeding steadily. Due to website issues, TIE has been unable to develop the MTNA link to the insurance products. However, TIE assures us that the problems will be resolved after the first of the year. Ingle reported on his attendance representing MTNA at the TIE annual meeting held in Anchorage in September 2007. He distributed several items to the Board including the history of the trust, a listing of member organizations that attended the annual meeting, and a list of the insurance products available to MTNA members.
2. Ingle distributed copies of a Cincinnati Enquirer article on Liz Grubow, the designer of the front covers of the AMT magazine. Grubow has a successful career in an international marketing/advertising business in addition to her sideline work for MTNA.
3. Ingle reported on the presentations of the MTNA "Citation for Leadership" to Carola Grindea and Bruce Stevens. Grindea's was presented at the European Piano Teachers Association conference in Novi Sad, Serbia on November 11, 2007; Steven's was presented on the occasion of his retirement from Steinway at Steinway Hall in New York

City on November 29, 2007. Ingle along with Van Cliburn were the two featured speakers for the event.

4. Ingle reported that the PMAI Board of Directors has approved funding the videotaping of the six Recreational Music Making sessions at the 2008 MTNA National Conference in Denver. The digital videos will be put on the MTNA website and will be available via DVD through PMAI.
5. In accordance with Board policy, active member dues for 2008-2009 will increase \$2.00 to \$63.00/year. The automatic increase is based on the current dues times the CPI, rounded to the nearest dollar.
6. On a personal note, Ingle reported that, as president of the US National Music Council, he represented the US at the International Music Council's World Forum on Music and its General Assembly in October 2007 in Beijing. In addition to being a panelist and speaker at the World Forum, he was elected as one of the three members to the IMC's Finance Commission.

Meeting was adjourned at 5:20 p.m. on Friday December 7, 2007

Meeting was reconvened at 9:00 a.m. on Saturday December 8, 2007

BUSINESS

Composition Competition Entry Fees

Southern Division Director Diane Higgins presented a proposal to reduce the MTNA Composition Competition fees and the awards so that they are more in line with other national composition competitions. A report showing that the numbers in the composition competitions had declined was discussed as well as the idea that a lower fee would boost student participation. Linda Stump, MTNA Director of National Competitions and Roger Foltz, Student Composition Competitions Coordinator, joined the meeting via telephone to present the history of the current fee/award structure and their views on the subject.

After Stump and Foltz left the call, the Board continued a lengthy discussion on this topic.

Motion (Higgins) and second (Christensen) to reduce the MTNA Composition Competition fees so that they are more in line with the competition fee amounts of other national competition competitions: \$15 Elementary, \$20 Junior, \$25 Senior and \$50 Young Artist.

Discussion continued and Secretary-Treasurer Price suggested that the fees be amended to \$30 Elementary, \$40 Junior, \$50 Senior and \$50 Young Artist. Higgins agreed to the amendment.

The motion to amend PASSED (6 Yes, 5 No)

Motion (Higgins) and second (Christensen) to reduce the MTNA Composition Competition fees so that they are more in line with the competition fee amounts of other national competition competitions: \$30 Elementary, \$40 Junior, \$50 Senior and \$60 Young Artist.

FAILED (5 Yes, 6 No)

The second part of her proposal to reduce the composition competition awards amounts was withdrawn.

Executive Director Contract

President Berenson indicated that the MTNA attorney and Executive Director Ingle desired a new employment contract to update and upgrade the original agreement of 1996. She distributed the new contract to the Board, which had been approved unanimously by the Finance Committee and signed by Ingle. Secretary-Treasurer Price then led the Board through the document, which goes through the year 2025.

Funding of Incoming Board Members' Travel for Board Meeting at Conference

Vice President Janice Wenger presented a proposal to fund incoming Board members to attend the Board meeting at the annual conference. This would involve paying the expenses of the incoming officers to attend the conference as well as an additional hotel night for the Directors-elect. The desire is to make the transition from one board to another as seamless as possible and that newly installed members are fully prepared to be active board members.

Motion (Wenger) and second (Berenson) to fund incoming officers' travel at 6 hotel nights at one half double occupancy plus airfare to attend the Board of Directors meeting at the annual conference and to add an additional hotel night for Directors-elect.

After discussing the issue further, Wenger rescinded her initial proposal and offered the following:

Motion (Wenger) and second (Gipson) to fund incoming officers' travel at 6 hotel nights at one half double occupancy plus airfare to attend the Board of Directors meeting at the annual conference.

PASSED (Unanimous)

Partnership with Masonic Services Association of North America

On behalf of the Partnership Review Committee, Chair Ann Gipson presented a request by the Masonic Services Association of North American (MSANA) to partner with MTNA for an initial period of three years through the creation and support of new performance opportunities for pre-professional musicians with the suggested title "Music Masters and Masons."

MSANA believes that, along with American history heroes, Freemasons are known for a love of music, and there are many musicians who have been Freemasons. Because MSANA wants to encourage recognition of the accomplishments of Masons, they are very interested in relating excellence in music to Freemasonry by spotlighting Freemason composers in live performance hosed at Masonic Halls and Lodges across the U.S. and Canada.

MSANA believes an alliance between MTNA and MSANA would facilitate audience development through new performance opportunities hosted by local Masonic lodges, recognize excellence in musical performance through the music teachers' selection processes of emerging musicians such as seniors in high school or early college students to participate in the Masonic performances, revitalize the Masonic experience through new performances of the works of premiere musicians who were members of the Masonic fraternity, and improve the depth and quality of experience for Masonic communities and participating artists.

By building on the strengths of each organization, members will benefit from a new program committed to enhancing opportunities for emerging professional musicians to perform for new audiences, for Masons and their communities, in underutilized venues, and specifically in Masonic Lodges.

Motion (Gipson) and second (Christensen) that MTNA, for an initial period of three years, partner with the Masonic Service Association of North America (MSANA) through the creation and support of new performance opportunities for pre-professional musicians with a suggested title “Music Masters and Masons.”

FAILED (Unanimous)

CFMTA/MTNA Collaborative Event

President Gail Berenson presented a proposal for a joint event between the Canadian Federation of Music Teacher Associations and MTNA in New York City in July 2008. After the successful joint conference in Toronto in March 2007, CFMTA is eager to once again combine their efforts with MTNA in hosting another professional development event. This time it would be a small-scale event in New York City that will allow both organizations to take advantage of the benefits of this metropolitan city that will be an enticing draw to attendees. There is an intended cap of no more than 150 participants. Given our intensive room space needs during our national conferences, we are unlikely to ever be able to afford a New York location under any other circumstances.

The event, “Music for the Mind, Body, and Spirit,” to be held July 7–9, 2008, would focus the three days on the various aspects of wellness, each morning focusing on one of these three subjects. The afternoons and evenings would remain free for participants to explore the city.

With wellness more and more a focus of musicians and music organizations, and the number of talented clinicians and medical professionals located in the New York area, it should be relatively easy to put together a program that will be attractive to CFMTA and MTNA members.

Motion (Price) and second (Pitts) to approve the joint endeavor between MTNA and CFMTA of the three-day educational event to be held in New York City, July 7–9, 2008.

PASSED (Unanimous)

Presidential Appointments

Motion (Pitts) and second (Moore) that the Board of Directors ratify the following appointments:

National Competitions Coordinators beginning 2008:

Sigrid Luther, Tennessee Senior
Jeanne Grealish, New Mexico Young Artist

2009 Conference Planning Committee Chair:

Kenneth Christensen, Montana

PASSED (Unanimous)

Ratification of 2008 Frances Clark Pedagogy Award

Executive Director Gary Ingle, on behalf of Marvin Blickenstaff, President of the Board of Trustees of the Frances Clark Center for Keyboard Pedagogy and spokesperson for the Frances Clark Pedagogy Award Selection Committee, presented the committee's choice for the 2008 award. The recipient is the online journal *Piano Pedagogy Forum* (Scott Price, editor-in-chief). Previous recipients are:

- 2007 The Piano Odyssey Celebration Series (Frederick Harris)
- 2006 Disklavier (Yamaha)
- 2005 *Guide to the Pianist's Repertoire* (Maurice Hinson)
- 2004 *The Well-Tempered Keyboard Teacher* (Marianne Uszler)
- 2003 *Creative Piano Teaching* (James Lyke)
- 2002 *Freeing the Caged Bird* (Barbara Lister-Sink)
- 2001 *The Pianist's Guide to Standard Teaching and Performance Literature* (Jane Magrath)

Motion (Christensen) and second (Shaw) that the Board ratify the online journal *Piano Pedagogy Forum* (Scott Price, editor-in-chief) as the recipient of the 2008 Frances Clark Pedagogy Award.

PASSED (Unanimous)

2009 Pedagogy Saturday Theme

President Berenson announced that several possible themes are being considered for the 2009 Pedagogy Saturday. She recommended that the Board postpone its decision until the Denver conference.

Motion (Christensen) and second (Wenger) that the decision on a theme for the 2009 Pedagogy Saturday be postponed until the March 2008 Board meeting.

PASSED (Unanimous)

“Citation for Leadership” to Marilyn Horne

The renowned Marilyn Horne will be the honored guest at the 2008 Pedagogy Saturday events in Denver. Vice President Janice Wenger proposed that MTNA recognize Horne for her many professional accomplishments, especially her contributions to the cause of music education in the US and the world.

Motion (Wenger) and second (Christensen) to confer upon Marilyn Horne the MTNA “Citation for Leadership” at the 2008 National Conference in Denver.

PASSED (Unanimous)

ANNOUNCEMENTS

Conference Finance Committee Meeting – Denver, Colorado

March 27, 2008 2:00 p.m. Presidential Suite, Hyatt Regency

Conference Board Meeting – Denver, Colorado

March 28, 2008 9:00 a.m. Hyatt Regency Limestone Room, 4th Floor

April 2, 2008 9:30 a.m. – 10:30 a.m. Hyatt Regency Limestone Room, 4th Floor

Summer Finance Committee Meeting: July 10, 2008

Summer Board Meeting: July 10 – 13, 2008

ADJOURNMENT

There being no further business to come before the Board, the meeting was adjourned at 2:00 p.m.

Respectfully submitted,

Judith Price, Secretary/Treasurer