

**MUSIC TEACHERS NATIONAL ASSOCIATION
BOARD OF DIRECTORS MEETING
Cincinnati, Ohio
December 6-7, 2013**

MINUTES

ATTENDEES

Present

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

Absent

David French (Northwest Division)

Staff Present

COO Brian Shepard and Executive Coordinator Diana Viltrakis

CALL TO ORDER

President Kenneth Christensen called the meeting to order at 9:00 a.m. December 6, 2013.

APPROVAL OF MINUTES

The minutes from the July 2013 and September 2013 meetings were entered into the record, both documents having been approved unanimously as submitted via email votes on August 27, 2013 and October 1, 2013.

Investment Advisor Presentation

The Board of Directors welcomed Scott Litwin, Sr. Vice President/Investments, Kaplan, Litwin, Kaplan & Associates for a presentation on the MTNA Investment portfolio. The Board expressed its satisfaction with the status of the investments as well as the current MTNA investment policy.

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 October 31, 2013 financial reports. Assets of MTNA are \$3,854,954.19 with liabilities of \$57,785.31, and income of \$1,660,588.15 with expenses of \$633,344.49. The balance of the MTNA Trust account is \$830,990.65. The Foundation Fund Endowment account has assets of \$971,552.25 and the McHose Trust has assets of \$626,170.67.

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).

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. Conferences and Meetings
4. Affiliates
5. Staff
6. Partnerships
7. Travel and Meetings

In addition to his written report, he informed the Board of an issue related to Collegiate membership. It has been discovered that approximately a quarter of the Collegiate membership is age 30 or older, some over 70 and some have been Collegiate members for more than 10 years. This issue seems to be contrary to the original intent of Collegiate membership. No formal action was taken, but the Executive Director and staff will explore this issue further and present at the March 2014 Board meeting a policy to preserve the intent and integrity of the Collegiate membership.

Committees

Written reports were received from the Nominating Committee (Benjamin Caton), Finance Committee (Karen Thickstun), Membership Committee (Lezlee Bishop), Bylaws Revision Committee (Celinda Hallbauer), 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 (Karen Koch), National Group Piano/Piano Pedagogy Forum (Michelle Conda), and the One for All Committee (Debra Florian).

The Collegiate Involvement Task Force, consisting of Rebecca Johnson, Timothy Shook, Karen Thickstun, and Cheryl Norman, presented its final report to the Board. The report contained several suggestions from students as well as recommendations based on the belief that most of the work to increase the involvement of collegiate members must take place at the state and local levels, with an emphasis on proactive inclusion and one-on-one involvement.

Motion and second to accept the report and the recommendations found therein and to dissolve the task force with the Board’s deepest gratitude and thanks to the members for their work and service.

PASSED

Strategic Discussion

President Kenneth Christensen and Executive Director Gary Ingle led a dialogue focused on the Strategic Plan and budget priorities for 2014. There was discussion on narrowing the focus for the strategic plan and prioritizing the goals.

Motion and second to establish a Strategic Planning Committee, consisting of Rebecca Johnson, Scott Beard, Cheryl Norman, and Karen Thickstun, whose charge is to gather key stakeholder feedback and develop and recommend a set of strategic priorities by the July 2014 Board meeting.

PASSED

Additional discussion took place on a proposal submitted by Dr. Mimi Chan of Silpakorn University in Bangkok, Thailand regarding the establishment of MTNA in Southeast Asia. Topics included how international members could be included, the establishment of a “local association” in Asia, and what kind of support MTNA could provide. MTNA’s International Membership should be the initial focus of our efforts. The Board took no official action, but encouraged the Executive Director to continue his dialogue with Chan.

BUSINESS

Presidential Appointments

President Kenneth Christensen submitted the following appointments for ratification:

2015 Conference Chair

Martha Hilley **University of Texas, Austin**

MTNA e-Journal Editorial Committee

Vanessa Cornett **University of St. Thomas**

Motion and second to ratify the appointments.

PASSED

PianoTeams® Proposal

The Board of Directors discussed a proposal from Jane Tan for MTNA to host PianoTeams® competitions in conjunction with the MTNA state, division and national competitions. The consensus of opinion was that MTNA is unable to undertake the opportunity for partnership at the present time. The Board expressed its best wishes for the program's continued success.

Conference Programming

The Board discussed an idea presented by Cheryl Norman for a new way to organize a non-traditional "track" at the MTNA National Conference. Her suggestion included several shorter presentations within one 50 minutes session time. All agreed that this was a good way to organize a track as well as include additional presenters and topics. President Christensen will take this idea to the 2015 Conference Planning Committee.

2017 Conference Site Proposal

Executive Director Ingle presented a proposal from the Marriott Baltimore Waterfront Hotel to host the MTNA National Conference in 2017.

Motion to accept the recommendation from the Finance Committee that the Board of Directors approve the offer from the Marriott Baltimore Waterfront to host the 2017 MTNA National Conference from March 18-22, 2017, and authorize the Executive Director to enter into contracts with other vendors as required and necessary for the conference.

PASSED

Meeting recessed at 4:48 p.m. on Friday, December 6, 2013

Meeting reconvened at 8:58 a.m. on Saturday, December 7, 2013

Proposed Update to Bylaws

The Board of Directors reviewed the proposed bylaws update submitted by the Bylaws Update Committee, chaired by Celinda Hallbauer. Following the Summit for MTNA Leadership in September, at which a draft of the update was presented to state presidents for input and comment, the committee considered the recommendations from the group and made its final draft to the Board of Directors. The Board examined and debated the document thoroughly, making only one editorial change to the proposed update as submitted by the committee.

Motion and second that the Board of Directors approve the bylaws update proposal as amended and to recommend this document to the membership for approval.

PASSED UNANIMOUSLY

The Board then discussed the process by which it will be submitted to the membership. The Board was unanimous in its belief that the entire membership should have the opportunity to vote on the update. In addition, the opportunity to discuss the document at the annual meeting was desirable. Therefore the appropriate process would be to present the document to the membership electronically at least 10-14 days prior to the Annual Meeting, at which time President Christensen would lead a discussion with those members present. Any proposed changes to the document would then be considered by the Board following the Annual Meeting. Once finalized by the Board, the document would then be submitted electronically to the entire membership for its vote at the earliest appropriate time following the conference.

Motion and second to approve the process as discussed.

PASSED UNANIMOUSLY

Motion and second to dissolve the Bylaws Update Committee and to express the Board's highest gratitude to the members for their outstanding work and dedicated service to MTNA.

PASSED

FTC Consent Decree

Executive Director Ingle gave an extended synopsis of the status of the FTC investigation, including the signing of the Consent Decree and Order and the extensive media coverage (including Music Trades, the Wall Street Journal, Forbes, the Washington Times, and Fox News). The FTC was advised that MTNA is not playing any part in these efforts, and that MTNA has cooperated throughout the entire proceeding despite our belief that the FTC is going after a 501(c)(3) organization that is outside of its jurisdiction.

Membership for All Proposal

The Board reviewed and discussed a proposal from Executive Director Gary Ingle regarding the future strategy for the Membership and One for All Committees.

The proposal recommends:

1. *Merge the One for All Committee and the Membership Committee, creating a “Membership for All” Committee. The joint committee would function until March 2015, at which time the One for All Committee functions would be assigned to the Membership Committee.*
2. *Appoint MTNA Vice President Debra Florian, who currently serves as chair of the One for All Committee, as chair of the combined Membership for All Committee.*
3. *Beginning March 2015, the responsibilities of the Vice President would include the role of chair of the Membership Committee.*

Motion and second that the Board of Directors approve the proposal as submitted with the inclusion of the Division Director who chairs the Collegiate Chapters Forum on the combined Membership for All Committee.

PASSED

Audit Approval

The FY 2013 Audit as performed by Clark, Schafer, Hackett & Co. and the results were reported to the Board and state presidents by head auditor Kerry Roe at the 2013 Summit for MTNA Leadership on September 21, 2013. The Independent Auditor’s Report stated that “In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Music Teachers National Association, Inc. as of June 30, 2013 and 2012...”

Motion by the Finance Committee to approve the FY 2013 audit as presented by Clark, Schaefer, Hackett & Co. at the 2013 Summit for MTNA Leadership.

PASSED

FY 2015 Dues Adjustment

Executive Director Ingle informed the Board of the pending dues adjustment of approximately \$1.00 for the 2014-2015 membership year, commencing July 1, 2014. Pursuant to Board policy, the dues adjustment is automatic and is determined by multiplying the current active dues amount (\$69.00) by the average Consumer Price Index (CPI) rate of inflation for 2013 and rounding to the nearest dollar. The current average CPI through September is 1.2 %. Once the average CPI for 2013 is released in January 2014, the amount of the dues increase will be finalized and announced to the membership. The Finance Committee reported that it did not recommend any changes to the policy or the adjustment.

Office Lease Update

Executive Director Gary Ingle updated the Finance Committee on the status of negotiations with Carew Tower management to extend the lease on the offices of MTNA headquarters. The current 5-year lease expires on October 31, 2014. The negotiations are being handled by Peter Snow of Cassidy Turley, a professional realty company in Cincinnati. Ingle presented the Letter of Intent proposal from Carew Realty that was received just prior to the start of the Board meeting.

Motion and second that the Board of Directors authorize the Executive Director to extend the lease contract with the Carew Tower upon completion of negotiations.

PASSED

Named Endowments Time Line Policy

The Board reviewed a proposed policy recommended by Executive Director Gary Ingle to govern the establishment, recognition, and time frame for Named Endowment Funds.

MTNA Named Endowment Fund Policy

- 1. The minimum amount required to establish a named endowment is \$10,000.**
- 2. A named endowment may be established by an individual for him/herself or by a group for an individual.**
- 3. A group that desires to establish a named endowment must designate one individual as the primary contact and initiator.**
- 4. A prospective endowment must be ninety (90) percent funded before being announced publically.**
- 5. A prospective endowment must be fully funded within three (3) years of the beginning date. Otherwise, the monies collected will be transferred to the General Endowment Fund.**
- 6. Any individual who desires to establish a named endowment for him/herself or the primary contact/initiator of a group effort must agree to these conditions prior to MTNA's acceptance of any funds.**

Motion by the Finance Committee to establish the Named Endowment Fund Policy for all future named endowments.

PASSED

Currently, there are two named endowments that are being publicized as endowments, but have not reached the required \$10,000 and contributions to them have virtually ceased. As a result, no distributions are possible. The Board discussed the idea of transferring the two underfunded endowments to the General Endowment Fund in order that the proceeds from these monies could be distributed along with the other proceeds of the General Endowment.

Motion and second that the monies in non-fully funded named endowments be moved to the General Endowment Fund.

PASSED

Endowment Fund Agreement Ratification

MTNA legal counsel Scott Gilligan was asked to revise and update the agreement document related to the establishment of a named endowment. The revision was to ensure that the donors understood the legal and financial aspects of the endowment. A copy of the proposed agreement was distributed to the Board members.

Motion by the Finance Committee to ratify the updated Endowment Fund Agreement.

PASSED

Frances Clark Pedagogy Award Ratification

The Board of Directors of the Frances Clark Center for Keyboard Pedagogy recommended that the MTNA Board of Directors ratify the radio program "*From the Top*," Christopher O'Reilly, Host and Gerald Slavet and Jennifer Hurley-Wales, Co-Executive Producers as the recipient of the 2014 Frances Clark Keyboard Pedagogy Award.

Motion and second to ratify the radio program "*From the Top*," Christopher O'Reilly, Host and Gerald Slavet and Jennifer Hurley-Wales, Co-Executive Producers, as the recipient of the 2014 Frances Clark Keyboard Pedagogy Award.

PASSED

Recognition of Elaine Donaldson

Executive Director Ingle informed the Board that Elaine Donaldson, Director of Membership Processing, was retiring on January 31, 2014 after 24 years of employment at MTNA. She has served with utmost integrity, dedication, and loyalty.

Motion and second that the Board of Directors express its deepest gratitude to Elaine Donaldson for twenty-four years of dedicated service to MTNA, and wish her the very best as she enjoys a well-deserved retirement.

PASSED UNANIMOUSLY

OTHER BUSINESS

State Competition Costs

Secretary-Treasurer Karen Thickstun discussed a topic of conversation from the Summit for MTNA Leadership regarding the cost for states to run the state-level MTNA competitions. Data on what states are spending is incomplete, although the states are asked to send in a competitions report containing financial data. Unfortunately, MTNA receives very few of these forms back. The committee discussed the importance of gathering this information to share with the rest of the states. In order to ensure the state presidents submit the data, Division Directors will be encouraged to talk to state presidents as well keeping it in the forefront at the Summit. The National Headquarters staff will do more aggressive follow up. The Finance Committee plans to revisit the issue in March 2014.

ANNOUNCEMENTS

The next meeting of the Board of Directors will take place at the MTNA National Conference in Chicago, Illinois on March 21, 2014.

The meeting dates of the summer Board meeting will be July 14-16, 2014, at a location to be determined.

ADJOURNMENT

President Christensen adjourned the meeting at 11:30 a.m. on December 7, 2013.

Respectfully submitted,

Karen Thickstun
Secretary-Treasurer