

**MUSIC TEACHERS NATIONAL ASSOCIATION
BOARD OF DIRECTORS MEETING
Cincinnati, Ohio
December 5-6, 2014**

MINUTES

ATTENDEES

Present

President Kenneth Christensen, President-elect Rebecca Johnson, Vice President Debra Florian, Secretary-Treasurer Karen Thickstun, Immediate Past President Benjamin Caton, Grace McFarlane (Eastern Division), Marc Hebda (Southern Division), Gail Heywood (East Central Division), Suzanne Torkelson (West Central Division), Sharon Ard (South Central Division), Jani Peterson (Northwest Division), Helen Chao-Casano (Southwest Division), and Executive Director & CEO Gary Ingle (ex officio without vote)

Staff Present

COO Brian Shepard and Executive Coordinator to the CEO Diana Viltrakis

CALL TO ORDER

President Kenneth Christensen called the meeting to order at 9:02 a.m. December 5, 2014.

APPROVAL OF MINUTES

The minutes from the July 2014 meeting were entered into the record, the document having been approved unanimously as submitted via email vote on September 3, 2014.

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 recognized Executive Director Gary Ingle to present an overview of the October 31, 2014 financial reports. Assets of MTNA are \$4,029,162.50 with liabilities of \$57,572.17, and income of \$1,562,950.44 with expenses of \$621,627.06. The balance of the MTNA Trust account is \$869,293.65. The Foundation Fund Endowment account has assets of \$1,052,311.20 and the McHose Trust has assets of \$625,368.63. Ingle also provided fiscal year-end financial projections based on the October 2014 reports.

Division Directors

Written reports from all seven Division Directors were reviewed: Gail Heywood (East Central Division), Grace McFarlane (Eastern Division), Jani Peterson (Northwest Division), Sharon Ard (South Central Division), Marc Hebda (Southern Division), Helen Chao-Casano (Southwest Division), and Suzanne Torkelson (West Central Division).

Executive Director & CEO

Executive Director & CEO Gary Ingle presented the following written report along with recent supplements:

Federal Trade Commission

The MTNA compliance activities continued to be the main focus of my work. The second report related to the first 180-days of the consent decree was compiled and sent to the FTC on September 30, 2014. The first antitrust compliance training session for MTNA leadership was held at the Summit for MTNA Leadership on September 19-21, 2014. MTNA Legal Counsel Scott Gilligan and I presented extended sessions focused on the antitrust compliance guide as well as questions of the leadership.

Ingle was pleased with the overwhelming response of the MTNA state and local affiliates in returning signed certifications required by the FTC. Of the 593 MTNA affiliates, 13 were not operational. Of the remaining 580, a total of 573 returned signed certification and are in good standing, 4 affiliates will return certifications by December 31, 2014, only 1 affiliate chose to disaffiliate, and 2 affiliates who did not return a certification or request an extension were terminated.

The information sent to affiliates continues to generate countless questions from leadership and members. We have attempted to respond to each question as quickly as possible and to provide correct and pertinent information.

Conferences and Meetings

The Summit for MTNA Leadership on September 19-21, 2014 was a success. The program was comprehensive and included antitrust compliance training.

The biennial Group Piano/Piano Pedagogy Forum took place on August 1-2, 2014 at the University of Cincinnati's College-Conservatory of Music. A total of 111 attended. Every division was represented from 32 states. Two internationals also attended. There were 60 college teachers, 24 independent teachers, 17 students, and 4 from the industry. The event made a small surplus.

Foundation Fund

All of MTNA mourned the sudden loss in August of two long-time members: Dr. Christine Kefferstan and Dr. Thomas Ediger. Both were beloved music teachers, remarkable leaders, and exceptional human beings.

I had the great fortune to work closely with them over many years, especially during their service on the MTNA Board of Directors. Tom was serving as co-chair of the Development Committee at the time of his death. Both Christine and Tom were totally committed to the music teaching profession and served with distinction and devotion to their colleagues in MTNA.

I accepted the Facebook challenge of Brian Chung, co-chair of the Development Committee to take the “ice bucket” challenge. The challenge was consummated at the Summit for MTNA Leadership on Sunday morning September 21 as part of my presentation on the MTNA Foundation Fund. In addition to a donation to ALS, a contribution was made to the Foundation Fund.

Legal and Ethics

MTNA was featured prominently at a session at the annual conference of the American Society for Association Executives in August in Nashville. The session was presented by the legal counsel for ASAE and was entitled “Association Law: What’s Hot and What’s Not.” In the “What’s New?” section of the session, the FTC consent order signed by MTNA was discussed.

At the same time MTNA was being investigated by the FTC, the National Association of Teachers of Singing (NATS) was also under investigation for the same reasons. In early September, NATS settled with the FTC and signed a consent decree. The Decision and Order is so similar to MTNA’s, it is obvious the FTC used our consent decree as the model.

State and Local Affiliates

I had the pleasure of speaking at two state conferences. These marked my 79th and 80th state conference to visit. In July, the Virginia MTA celebrated its 50th anniversary, at which I gave the keynote address. I also accepted the invitation to attend the annual conference of the Hawaii MTA in Honolulu. A major part of my attendance was to work with the HMTA Board and leadership following a very difficult internal situation that ultimately led to the resignation of the president.

International

The International Society for Music Education World Conference was held in Porto Alegre, Brazil on July 20-25, 2014. As chair of the Forum for Instrumental and Vocal Teaching, I attended and presided over the some 80 sessions during the conference. Given the large number of MTNA members who were on the program, Brian Shepard accompanied me to assist with the forum and to arrange an MTNA dinner.

Strategic Partnerships

MTNA was a financial sponsor for Orchestral Competition for Clarinetfest held on July 30 - August 3, 2014 at the Louisiana State University. The sponsorship expands MTNA’s outreach to non-piano music teachers.

Staff and Headquarters

The MTNA National Headquarters was moved on November 21-23, 2014 to its new offices at 1 W 4th Street, Suite 1550. The move was ably coordinated by Brian Shepard and Diana Viltrakis. The MTNA staff maintained a very positive attitude throughout the ordeal. The new facilities

will serve us well for the next ten years and possibly beyond. The move also provides the opportunity to update and upgrade our technologies. I am delighted that MTNA provides a beautiful and functional space for our associational work and meetings.

The MTNA staff was swift and enthusiastic in its response to our annual Foundation Fund appeal. As always, they individually and collectively have expressed strong commitment to the fund and the programs it supports. All of the challenge goals were exceeded, and there was 100% participation. It always gives me great pleasure to inform you of their significant contributions to the MTNA Foundation Fund.

Travel and Meetings

July

Jul 18-20, 2014	Virginia MTA 50 th Conference	Wintergreen, VA
Jul 21-28, 2014	ISME World Conference	Porto Alegre, Brazil

August

Aug 01-02, 2014	GP3 Forum	Cincinnati, OH
Aug 09-13, 2014	ASAE Annual Meeting	Nashville, TN

September

Sep 12, 2014	NMC Board Meeting	New York City
Sep 19-21, 2014	Summit for MTNA Leadership	Cincinnati, OH

October

Oct 27-30, 2014	NAfME Conference	Nashville, TN
Oct 31-Nov 03, 2014	Fundraising Visit to Nebraska	Lincoln, NE

November

Nov 05-12, 2014	Hawaii MTA Conference	Honolulu, HI
Nov 19-22, 2014	Guild Community Arts Conference	Los Angeles, CA
Nov 23-25, 2014	NASM Annual Meeting	Scottsdale, AZ

December

Dec 04-06, 2014	MTNA Board of Directors Meeting	Cincinnati, OH
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Executive Director also highlighted several items found in the reports of COO Brian Shepard, Certification and Membership Manager Melissa Curtice, Member Development Director Rachel Kramer, Competitions Director Linda Stump, and Director of Publishing Marcie Lindsey. Of particular importance were the results of a recent “Member Exit Questionnaire,” designed to determine reasons why members did not renew their membership. The results will be used to devise strategy for retaining members. It was reported that this year’s competitions included 1,863 competitors, a small decrease from last year’s 1,906. It was noted that there was significant increases in several non-piano competitions: Junior Woodwind up 18%, Senior Strings up 28%, Young Artist Voice up 29%. An idea to charge a fee for late competition registrations has been suggested by an MTNA member. This issue was referred to the Competitions Committee for its discussion and recommendation.

Investment Advisor Presentation

The Board of Directors welcomed Scott Litwin, Sr. Vice President/Investments at 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.

Committees

Written reports were received from the Nominating Committee (Benjamin Caton), Finance Committee (Karen Thickstun), Membership for All Committee (Debra Florian), Strategic Plan Committee (Rebecca Johnson), Partnership Review Committee (Rebecca Johnson), State Presidents Advisory Council (Alan Huckleberry), *AMT* Editorial Committee (James Litzelman), MTNA e-Journal Editorial Committee (Andrew Hisey), Composer Commissioning Program (Ann Witherspoon), 2015 Conference Planning Committee (Martha Hilley), National Group Piano/Piano Pedagogy Forum (Michelle Conda), and the 2015 Collegiate Chapters Piano Pedagogy Symposium (Ryan Greene).

No report was received from the Foundation Fund Development Committee (Brian Chung).

Strategic Planning Committee

Strategic Planning Committee chair Rebecca Johnson, on behalf of committee members Scott Beard, Cheryl Norman, Karen Thickstun, Kenneth Christensen, and Gary Ingle, reported that no revisions to the first draft of the Strategic Plan had been suggested by the Board of Directors at its July 2014 meeting. The draft plan was then presented at the 2014 Leadership Summit for state president input. Since the Summit, the committee has shared an extensive email thread constructing a survey to be sent to multiple MTNA stakeholders for their input. The final draft of the survey was sent to headquarters for formatting and uploading to the survey instrument. The survey was delivered to 657 stakeholders; 199 completed the survey.

Chair Johnson distributed a draft of the plan with the priorities reordered to reflect the results of the stakeholder survey. The Board was particularly interested in the answers to the three open-ended questions asked of the stakeholders in the Strategic Plan Survey:

1. Which of the following trends do you feel will have the greatest impact on MTNA and our profession over the next 5 years?
2. In what area(s) is MTNA an indispensable resource to the music teaching profession?
3. What other input would you like to give the Strategic Planning Committee?

Motion and second to accept the Strategic Plan document as presented and to dissolve the Strategic Planning Committee with the Board's deepest gratitude and thanks to the members for their work and service.

PASSED

BUSINESS

Presidential Appointments

President Kenneth Christensen submitted the following appointments for ratification:

2015-2017 AMT Editorial Committee:

Kathryn Ananda-Owens (St. Olaf College)

2016 Conference Planning Chair:

Jane Magrath (University of Oklahoma)

Motion and second to ratify the appointments.

PASSED

MTNA Bylaws Policies

The Board discussed three policies for carrying out the provisions of the revised MTNA Bylaws as recommended by MTNA legal counsel Scott Gilligan. As these contain legal elements, the Executive Director requested Mr. Gilligan to develop appropriate procedures and guidelines for each of these areas.

2. Art. VII, Sec. 2b allows special meetings of the membership to be called by the Board or by three-fourths of the state presidents. It states that “The Board of Directors shall prescribe the procedures and guidelines for submitting the request.”
3. Art. X Sec. 5 states that MTNA will provide financial information as required by law.
4. Art. XIII Sec. 2 authorizes the use of communication equipment for members of the Board, advisory councils and committees who cannot be physically present at a meeting. It states that “The Board may adopt procedures and guidelines for the use of authorized communication equipment in connection with a meeting of the Board of Directors, and advisory council, or a committee to permit verification that a person is a voting member and to maintain a record of any vote or other actions taken at the meeting.”

POLICY ON REQUESTS FOR SPECIAL MEETINGS OF THE MEMBERS

A majority of the Board of Directors or a supermajority of 3/4ths of the State Presidents may call a special meeting of the membership by delivering to the MTNA Secretary and CEO a written request for a special meeting to be held no sooner than 60 days after the request is filed with the Secretary and CEO. The written request shall specify the purpose or purposes for which the meeting is being called and shall contain an executed certification by the person submitting the

request that a majority of the Board of Directors or a 3/4th supermajority of the State Presidents voted or consented to call such a meeting and that the person has documentary evidence in the form of meeting minutes, signed consents, or copies of electronic communications showing the requisite number of votes or signed consents.

Motion and second to approve the policy Requests for Special Meetings of Members as presented.

PASSED

POLICY ON PROVIDING REQUESTED RECORDS TO MEMBERS

1. **Written Request.** MTNA requires that any member requesting records put the request in writing using the Member Records Request form on the next page. On that form, you must include the explanation of why the request is being made. The explanation will enable MTNA to determine whether the request is appropriate for disclosure under Ohio law. MTNA will provide members an MTNA Records Request form.
2. **Require Documents to be Listed.** MTNA will only produce specific records that are listed or identified in the MTNA Records Request.
3. **Fees.** MTNA will charge 50 cents a page to cover copy costs in providing documents to MTNA members. If charges are expected to exceed \$25.00, MTNA will notify the member of the total estimate of the charges before making copies and proceeding with the Records Request.
4. **Time Frame for Records Request.** MTNA will respond to the request in the reasonable time period it will require.
5. **Submitting Records Request Form.** The MTNA Member Records Request Form must be mailed to MTNA at 4th and Vine Tower, One West Fourth Street, Suite 1550, Cincinnati, Ohio 45202.

MUSIC TEACHERS NATIONAL ASSOCIATION MEMBER REQUEST FOR MTNA RECORDS

(1) **INSTRUCTIONS:** This Records Request form must be completed by any member desiring to receive copies of any MTNA meeting minutes, MTNA financial records, or any other MTNA documents that members are entitled to under Ohio law. A minimum of fifteen (15) business days is needed to process a request. If there is a question with any request or if a delay in responding is anticipated, the member will be notified within a reasonable amount of time. MTNA requires that a member provide the exact reason for each record requested and that the stated reason for the request constitutes a reasonable and proper purpose under Ohio law. In some cases, MTNA may

need to place reasonable restrictions on the record request process due to privacy laws and/or the nature of some documents.

(2) MEMBER INFORMATION:

Member Name: _____

Address: _____

Phone Number: _____

(3) RECORDS REQUESTED. Please identify with as much specificity as possible the record or records being requested:

(1) _____

(2) _____

(3) _____

(4) _____

(5) _____

(4) REASONS AND PURPOSE OF REQUEST. For each record that is requested, please identify the reason and purpose for the request:

(1) _____

(2) _____

(3) _____

(4) _____

(5) _____

(5) COPYING CHARGE. The copying charge for each record is 50 cents per page. In addition, the member will be charged for all mailing costs. By submitting this Records Request, the undersigned member agrees to pay all copying and mailing charges generated by the Records Request. If the charges are expected to exceed \$25.00, MTNA will notify the member of the total estimate of the charges before making copies and proceeding with the Records Request.

(6) MEMBER AGREEMENT. The undersigned member agrees not to use or distribute any information or documents obtained from this Records Request for any reasons or purpose other

than those stated on above. The member also consents and agrees to the payment of all copying and mailing charges incurred pursuant to this Records Request, as stated above.

Member's Signature

Date: _____

Motion and second to approve the policy Providing Documents to Members as presented.

PASSED

**POLICY ON PARTICIPATION AT MTNA MEETINGS
BY AUTHORIZED COMMUNICATION EQUIPMENT**

If a member of the Board of Directors, of an advisory council, or of a committee cannot be physically present at a meeting, he or she may request to attend the meeting by authorized communication equipment. That request shall be made in writing to MTNA's _____ at least ten (10) days prior to the scheduled meeting. If MTNA is able to arrange suitable communications equipment at the meeting site that will allow MTNA to verify that the person participating is a qualified member of the body, allows the member to contemporaneously communicate with all those present at the meeting, and allows MTNA to maintain an accurate record of any vote or actions taken at the meeting, then the member will be able to attend the meeting using the authorized communication equipment arranged by MTNA.

Motion and second to amend the policy Participation in Meetings by Authorized Communication Equipment to include "CEO" in the sentence "The request shall be made in writing to MTNA's CEO at least ten (10) days prior to the scheduled meeting."

PASSED

**POLICY ON PARTICIPATION AT MTNA MEETINGS
BY AUTHORIZED COMMUNICATION EQUIPMENT
(AMENDED)**

If a member of the Board of Directors, of an advisory council, or of a committee cannot be physically present at a meeting, he or she may request to attend the meeting by authorized communication equipment. That request shall be made in writing to MTNA's CEO at least ten (10) days prior to the scheduled meeting. If MTNA is able to arrange suitable communications equipment at the meeting site that will allow MTNA to verify that the person participating is a qualified member of the body, allows the member to contemporaneously communicate with all those present at the meeting, and allows MTNA to maintain an accurate record of any vote or actions taken at the meeting, then the member will be able to attend the meeting using the authorized communication equipment arranged by MTNA.

Motion and second to approve the amended policy Participation in Meetings by Authorized Communications Equipment.

PASSED

Audit Approval

The FY 2014 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 2014 Summit for MTNA Leadership on September 20, 2014. 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, 2014 and 2013..."

Motion by the Finance Committee to approve the FY 2014 audit as presented by Clark, Schaefer, Hackett & Co. at the 2014 Summit for MTNA Leadership.

PASSED

FY 2016 Dues Adjustment

Executive Director Ingle informed the Board of the pending dues adjustment of approximately \$1.00 for the 2015-2016 membership year, commencing July 1, 2015. Pursuant to Board policy, the dues adjustment is automatic and is determined by multiplying the current active dues amount (\$70.00) by the average Consumer Price Index (CPI) rate of inflation for 2014 and rounding to the nearest dollar. The current average CPI through September 2014 is 1.7 %. Once the average CPI for 2014 is released in January 2015, 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.

Frances Clark Award

The Board of Directors of the Frances Clark Center for Keyboard Pedagogy recommended that the MTNA Board of Directors ratify the book "*With Your Own Two Hands: Self Discovery Through Music*," written by Seymour Bernstein as the recipient of the 2015 Frances Clark Keyboard Pedagogy Award.

Motion and second to ratify the book "*With Your Own Two Hands: Self Discovery Through Music*," written by Seymour Bernstein as the recipient of the 2015 Frances Clark Keyboard Pedagogy Award.

PASSED

Citation for Leadership

Executive Director & CEO Gary Ingle proposed that the Board confer an *MTNA Citation for Leadership* on Sir James and Lady Jeanne Galway for their significant and lasting contributions to music and music teaching throughout the world.

**Motion and second to confer an *MTNA Citation for Leadership* on Sir James and Lady Jeanne Galway at the 2015 MTNA National Conference in Las Vegas, Nevada.
PASSED**

Recessed at 5:08 p.m. December 5, 2014

Reconvened 9:30 a.m. December 6, 2014

Publishing Subscription Rates

Executive Director & CEO Gary Ingle introduced the new publishing subscription rates for both *American Music Teacher* and *e-Journal* as follows:

All Domestic *AMT* Subscriptions (will include digital edition beginning A/S 2015)

- 1 year: \$36.00
- 2 years: \$66.00 (one free issue)
- 3 years: \$96.00 (two free issues)

All International *AMT* Subscriptions

- 1 year: \$48.00
- 2 years: \$88.00 (one free issue)
- 3 years: \$128.00 (two free issues)

***MTNA e-Journal* Subscriptions**

- Single issue \$4.50
- 1 year: \$16.00
- 2 years: \$28.00 (one free issue)
- 3 years: \$40.00 (two free issues)

Rationale:

- Single issue/nonmember subscription rates have been the same since August/September 1993—\$5 per issue/\$30 annual subscription rate, when they increased from \$3 per issue. (Although nonmember rates weren't listed as such until later.)
- Library subscriptions rates have not increased since June/July 1998, when they went from \$22 to \$24.
- International subscription rates have not increased since August/September 1999, when they went from \$30 to \$40 per year.
- Since that time, the cost of producing and mailing *AMT* has increased, and the launch of a digital edition of *AMT* will increase costs.

- *MTNA e-Journal* subscriptions are being offered because MTNA has received requests for subscriptions.
- The single-issue rate for the *MTNA e-Journal* is being increased to better offset production costs.
- Multi-year discounts for both *AMT* and the *MTNA e-Journal* are being offered as a convenience for subscribers; multi-year subscriptions will also eliminate the need for yearly invoicing for those subscribers.

Local Associations and Affiliation

Executive Director & CEO Gary Ingle led a discussion on issues of affiliation as it relates to the relationship of the local associations with MTNA and with the state affiliates. The discussion was prompted by questions that arose during a state bylaws revision as well as from the Federal Trade Commission requirements of MTNA toward its affiliates. The Board took no formal action. Ingle will take the Board's input and address the affiliation questions with MTNA legal counsel Scott Gilligan.

ANNOUNCEMENTS

The next meeting of the Board of Directors will be March 20, 2015 in Las Vegas, Nevada.

ADJOURNMENT

President Christensen adjourned the meeting at 3:36 p.m. on December 6, 2014.

Respectfully submitted,

Karen Thickstun
Secretary-Treasurer