

**MUSIC TEACHERS NATIONAL ASSOCIATION
BOARD OF DIRECTORS MEETING
Cincinnati, Ohio
July 10-13, 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 2:01 p.m. July 10, 2014.

APPROVAL OF MINUTES

The minutes from the March 2014 meetings were entered into the record, the documents having been approved unanimously as submitted via email vote on April 30, 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 presented an overview of the May 31, 2014 financial reports. Assets of MTNA are \$3,787,006.81 with liabilities of \$685,440.75, and income of \$2,468,889.17 with expenses of \$2,100,066.37. The balance of the MTNA Trust account is \$862,768.02. The Foundation Fund Endowment account has assets of \$1,043,724.55 and the McHose Trust has assets of \$649,955.59.

Division Directors

Written reports from all seven Division Directors were reviewed: 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).

Executive Director & CEO

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

Federal Trade Commission

On April 3, 2014, the Federal Trade Commission approved the final consent orders settling charges that MTNA restrained competition among our members in violation of the FTC Act. On that date, the timetable began on the obligations MTNA must perform over the next twenty years to fulfill the terms of the Decision and Order. A 90-Day Compliance Report was submitted to the FTC on June 17, 2014, addressing the specific actions the Order required MTNA to undertake during the first 90 days. Here is a summary of the actions MTNA has taken:

1. MTNA posted an Antitrust Compliance listing on its homepage that links to MTNA's Code of Ethics page. The Code of Ethics webpage lists the required announcement on the change to MTNA's Code of Ethics, a link to the FTC Settlement Statement, and a link to the FTC website containing the FTC press release.
2. On or about April 22, 2014, MTNA electronically distributed a copy of the FTC Settlement Statement to its leaders, employees, and Affiliates.
3. By email and U.S mail sent on April 30, 2014, MTNA notified each of its affiliates that they must execute a Certification, which verifies that it does not restrict student solicitations, advertising prices, or competing on price-related terms. The certification must be returned by August 28, 2014, or an Extension of Time Request must be filed.
4. MTNA has removed from its Code of Ethics the provision that restricted the solicitation of students by MTNA members.
5. MTNA will be publishing the revised Code of Ethics, the FTC Press Release and the FTC Settlement Statement in the August/September issue of the *American Music Teacher* magazine.
6. Members who have renewed their membership received a copy of the FTC Settlement Statement with their new membership cards.
7. I was appointed as MTNA Antitrust Compliance Officer to supervise the antitrust compliance program.
8. MTNA prepared the Antitrust Compliance Guide and sent it by email or U.S. mail to all affiliates on June 9, 2014.

The information sent to affiliates has generated countless questions from leadership and members as well as social media discussions. Each question was responded to as quickly as possible and correct and pertinent information was posted on Facebook. In addition, Executive Director Ingle attended two state conferences, Texas and North Dakota, and had the opportunity to discuss antitrust issues with leaders and members.

Conferences and Meetings

The Summit for MTNA Leadership is scheduled for September 19-21, 2014. The program has been developed and will include antitrust compliance training.

The Group Piano/Piano Pedagogy Forum is prepared and ready to go. The forum will take place on August 1-2, 2014 at the College Conservatory of Music in Cincinnati.

Foundation Fund

Longtime friend and supporter of MTNA Louise Goss died on April 1, 2014. On June 8, 2014, a memorial service was held in Princeton, New Jersey. Ingle spoke at the service representing MTNA and paying tribute to her. Goss remembered MTNA in her will and the proceeds will go to the Frances Clark-Louise Goss Endowment fund.

Legal and Ethics

The Bylaws update voting concluded on June 16, 2014. The update was approved overwhelmingly by the MTNA membership. The vote was 99 percent in favor (704 for, 7 against).

International

The International Society for Music Education World Conference will be held in Porto Alegre, Brazil on July 20-25, 2014. As chair of the Instrumental and Vocal Teaching forum, Ingle will attend and preside over the forum track during the conference. A large number of MTNA members are on the program and an MTNA dinner is being arranged in their honor.

Staff and Headquarters

The lease to move the national headquarters from the Carew Tower to the 4th & Vine Tower has been signed, executed and delivered. As of May 9, 2014, everything is now official and set in motion. Moving companies have been interviewed and plans are being developed to accomplish the move as efficiently as possible with a minimum of disruption to the day-to-day operations in the office. The lease allows MTNA three weeks prior to the December 1, 2014 effective date to access the space. On May 19, 2014, a meeting was held with the architect to begin drawings of the space. A follow up meeting took place on June 24. The space is shaping up nicely and will be an exquisite and enjoyable headquarters, not just for the staff, but the entire membership of MTNA.

Travel and Meetings

April

Apr 23-25, 2014	Site Visit for 2015 Conference	Las Vegas, NV
Apr 29-May 2, 2014	Retail Print Music Dealers Conference	Dallas, TX

May

May 12-13, 2014	Site Visit 2018 Conference	Orlando, FL
May 21-22, 2014	From the Top Gala	Boston, MA
May 23-25, 2014	Michael Bates Retirement	Tucson, AZ

June

Jun 07-08, 2014	Louise Goss Memorial	Princeton, NJ
Jun 13-16, 2014	Texas MTA Conference	Houston, TX
Jun 18-20, 2014	North Dakota MTA Conference	Dickinson, ND
Jun 26-29, 2014	Music Teachers Association of California Conference	Los Angeles, CA

July

Jul 05-08, 2014	National Association of Teachers of Singing Conference	Boston, MA
Jul 10-13, 2014	MTNA Board of Directors Meeting	Cincinnati, OH

Committees

Written reports were reviewed from the following Governance Committees: Nominating Committee (Benjamin Caton), Finance Committee (Karen Thickstun), Membership for All Committee (Debra Florian), Strategic Plan Committee (Rebecca Johnson), Foundation Fund Development Committee (Brian Chung/ Thomas Ediger), Partnership Review Committee (Rebecca Johnson), and State Presidents Advisory Council (Alan Huckleberry).

Written reports were reviewed from the following Program Committees: *AMT* Editorial Committee (James Litzelman), MTNA e-Journal Editorial Committee (Andrew Hisey), Composer Commissioning Program (Ann Witherspoon), 2015 Conference Planning Committee (Martha Hilley), Collegiate Chapters Piano Pedagogy Symposium (Ryan Greene), National Group Piano/Piano Pedagogy Forum (Michelle Conda), and Exhibitor Committee (Karen Koch).

Forums

Written reports were received from the following Forums: Arts Awareness & Advocacy (McFarlane), Collaborative Performance (Hebda), College Faculty (Heywood), Collegiate Chapters (Torkleson), Independent Music Teachers (Chao-Casano), Local Associations (Peterson), and Wellness (Ard).

The meeting was recessed at 5:00 p.m. on July 10, 2014.

The Meeting reconvened at 9:00 a.m. on July 11, 2014.

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 12:05 p.m. on July 11, 2014.

President Christensen informed Executive Director & CEO Gary Ingle that the Board’s review of his work was extremely positive. He indicated that the Board gave him a unanimous vote of confidence in his leadership of the association. A written document that formalizes the review is forthcoming.

BUSINESS

Strategic Plan Revision

The Board of Directors discussed the revisions to the MTNA Strategic Plan developed by the Strategic Plan Committee chaired by Rebecca Johnson.

The draft plan will be presented to leadership and state presidents at the Summit for Leadership on September 20, 2014 in Cincinnati, Ohio. At that time, the chair will solicit input from the state presidents. Following the Summit, revisions will be made if necessary, and the draft Strategic Plan will be sent to additional MTNA leadership for input on the priority of the strategic statements.

The goal is to present a final revised Strategic Plan for approval at the March 2015 Board meeting.

Presidential Appointments

President Kenneth Christensen submitted the following appointments for ratification:

<i>2015-2017 Editorial Committees</i>	
AMT	
Reappoint:	
Jim Litzelman, chair	Catholic University
Nan Baker Richerson	Gist Piano Academy
Scott Conklin	University of Iowa
Bradley Beckman	University of North Texas
N. Mason Conklin	Iowa State University
New Members:	
Janice Wenger	University of Missouri
Erin Bennett	University of North Florida
Siok Lian Tan	Miami University
Gail Lew	IMT
Sheila Vail	IMT
Stella Sick	Hamline University
Tom Pearsall	Georgia Southern University

eJournal	
Reappoint	
Andy Hisey, chair	St. Olaf College
Andi McAllister	Oberlin
Pamela Pike	University of Louisiana Lafayette
Linda Cockey	Salisbury University
Vanessa Cornett	University of St. Thomas
New Members:	
Stephen Pierce	USC
Linda Christensen	IMT
<i>Collegiate Grants Committee</i>	
Michael Benson, chair	Malone University
Ka Man “Melody” Ng	University of Alabama Huntsville
Hilary Demske	Utah Valley University

Motion and second to ratify the appointments.

PASSED

MTNA Competitions

The Board discussed a question from Sharon Ard regarding funding third place awards at MTNA national competitions.

The Board agreed to document any feedback regarding the elimination of third place for future discussions.

MTNA 2018 National Conference

Executive Director Ingle presented the offer from Disney’s Coronado Springs Resort in Orlando, Florida.

Motion from the Finance Committee that the Board of Directors accept the offer from Disney’s Coronado Springs Resort in Orlando, Florida to host the 2018 MTNA National Conference from March 16-21, 2018 and authorize the Executive Director to enter into contracts with appropriate hotels and other vendors as required and necessary.

PASSED

Privacy Policy Update

Executive Director & CEO Gary Ingle introduced the revisions to the MTNA Privacy Policy.

Motion and second to ratify the MTNA Privacy Policy as updated by MTNA attorney, Scott Gilligan.

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 2014.

PASSED

Goss IRA Resolution

Motion from the Finance Committee that the Executive Director & CEO of the Corporation is authorized and directed to:

(a) Open an Inherited IRA account at Charles Schwab for the purpose of receiving the inheritance of Louise Lindsey Goss as a 3% beneficiary of her IRA Rollover Account held at Charles Schwab.

(b) and to take all actions necessary to carrying out the provisions of any such agreement including, but not limited to, transferring, selling, and assigning stock and transmitting instructions to Music Teachers National Association regarding the investment and/or distribution of funds.

PASSED

Achievement Award Recipient

Motion and second to select renowned artist John Perry as the recipient of the 2015 MTNA Achievement Award.

PASSED

Distinguished Service Award Recipient

Motion and second to select Gail Berenson as the recipient of the 2015 MTNA Distinguished Service Award.

PASSED

The meeting was recessed at 4:57 p.m. on July 11, 2014.

The meeting was reconvened at 9:03 a.m. on July 12, 2014.

FY 2015 Budget Proposal

Secretary-Treasurer Karen Thickstun, on behalf of the Finance Committee, made a presentation of the proposed FY 2015 MTNA budget. MTNA's activities and budget are guided by three overarching priority areas:

- Ensuring that music study is a necessary, valuable, and available activity to people of all ages and musical interests.
- Ensuring that private and studio music teaching is a viable career and that music teachers are well-trained, competent, and respected professionals worthy of significant respect, compensation, and support.
- Ensuring that MTNA is an effective and efficient organization in providing exceptional leadership resources, educational programs, and member services primarily in the United States, but also in the increasingly international music teacher community.

The MTNA Budget proposed income of \$2,285,595 and net cash expenses of \$2,297,605. Capital expenditures add an additional \$73,000 in cash expenses.

Motion from the Finance Committee to approve the proposed FY 2015 MTNA budget as presented.

PASSED

ANNOUNCEMENTS

The next meeting of the Board of Directors will be December 4-6, 2014 in Cincinnati, Ohio.

ADJOURNMENT

President Christensen adjourned the meeting at 11:58 a.m. on July 12, 2014.

Respectfully submitted,

Karen Thickstun
Secretary-Treasurer