

# Minutes of the Annual General Meeting of the International Trombone Association

Saturday 2<sup>nd</sup> June 2007.

## **1) Welcome and call to order (Ken Hanlon)**

President Ken Hanlon introduced the ITA officers, members of the board of advisors and past presidents who were in attendance.

## **2) Approval of the minutes (Brett Baker)**

The minutes for the Annual General Meeting in Birmingham 2006 were approved by the membership unanimously.

## **3) Executive Directors Report (Magnus Nilsson)**

In the absence of the Executive Director Magnus Nilsson, Brett Baker the ITA Secretary read out the Executive Directors Report. (See attached)

## **4) Treasurers Report (Edwin Myrick Jr.)**

Given by Brett Baker in the absence of Edwin. (See attached)

## **5) Committee Reports**

Ken stated some of the reports including the awards report will be put in the ITA journal.

### **a) Standing Committee on Awards: (John Drew)**

To be put in the ITA Journal: John Drew's account was sent by email just after the AGM:

### **2007 AWARDS COMMITTEE REPORT**

This year the Awards Committee invested considerable time and effort into structuring two new categories of award recognition that we called the ITA Legacy

Circle and the Lifetime Achievement Award. The announcement requesting nominations for these awards appeared in the January edition of the ITA Journal and is attached in the same format as it did when it appeared in the Journal. We are disappointed to report that, to this date, we have received no nominations from our membership for either award. As a result, the Awards Committee is formulating a list of candidates that we will be forwarding soon to the ITA Executive Board for their consideration and approval. Last November we formatted a strong slate of candidates for the ITA and Humfeld Awards that was presented to the Board for final selection in December.

At the 2007 Board meetings in Las Vegas we presented a chart that compares the description, qualifications for consideration, selection procedures and time line for all four award categories. (This chart is attached). We also submitted a list of recommended protocol for the announcement of award recipients.

Respectfully resubmitted,

John Drew  
Awards Committee Chair  
June 5, 2007

**b) Standing Committee on Competitions**

Ken spoke of contestants and that the ITA had 6 people involved in competitions that played in the Vienna Phil competition one of which won the competition.

**c) Standing Committee on Finance (Edwin K Myrick Jr.)**

Brett Baker stated after consulting with Edwin that the treasurer's report had stated the issues of auditing though did have a separate statement regarding the endowment.

**d) Standing Committee on Governance**

**e)**

Will be meeting in the fall to discuss Governance

**f) Standing Committee on ITA Press (Ken Hanlon)**

Will be continuing and will lead to an income of \$5000. John Mark Thomson talked about improving literature of ITA via a literature committee, for instance in addition to ITA Press and ITA Journal.

Steve Greenall talked of the pedagogy councils, diverse council and the problem is finding people who can commit the time to serve on committees. Ken agreed to follow up on the councils over the summer.

## **6) ITA Endowment Fund (Edwin K Myrick Jr.)**

Brett Baker ITA Secretary submitted Edwin's Endowment report.

## **ITA Endowment Fund Report 2007**

The ITA Endowment Funds are invested through the University of Oklahoma Foundation. The Evaluation is up 11.6% over the last twelve months and might be as high as 14% at the end of the financial year. We are continuing to have CPA audit our books.

## **7) Ad Hoc Committees**

TAPAS (Jiggs Whigham): College professors and professionals are often involved in the ITA, but TAPAS is about professional's professors and amateurs going around festivals to promote the ITA, giving time in existing festivals or concerts that exist.

Jiggs Whigham: Asked that we organise interest in our local areas, and for players to get involved in promoting ITA. He stated we have old back journals that can be used to help promote a TAPAS project to give to those that join the membership.

## **8) New Business:**

Ken Hanlon: Conrad Herwig has become a member of the board of advisors. He asked whether we could have a junior ITA. Chris Fower has been asked to chair a committee to create a junior ITA. Chris has been increasing the number of trombonists in public schools in the UK. The board gave unanimous approval to start a junior ITA, with a junior ITA website with games, to secure the future of the association.

## **Constitutional changes;**

Ken Hanlon: stated we have tried to do business by email but this has not been successful. Already there has been a huge impact by decreasing the board from 32 members to 8 members.

Steve Greenall has submitted a proposal suggesting instead of an 8-member board that we be run the board with three persons picked by the board of advisors to make good decisions and meet on a regular basis.

Ken Stated the board must think this is of great importance as in effect it is voting itself out of business by doing this. Is therefore not for personal gain but for the good of the ITA. Board of advisors and board of past presidents will be the guardians and overseers of the three person executive committee and will be operational.

We will retain a Chair, Vice Chair and Secretary / Treasurer. Therefore the President of the ITA can be a person that acts as a flag waver for the ITA.

A Governance committee will submit names approved by the board of advisors. Actions of the three directors will be scrutinised by the board of advisors.

Ken Hanlon: Talked about changes in the constitution as opposed to changes in the by-laws.

The floor commented that by laws are separate to the constitution, the executive committee served in the absence of the board. The executive committee were empowered by the board of advisors to carry out of the ITA.

Steve Greenall: Sarbans-Oxley state that no longer acceptable for a board of 35 to meet to discuss business, and is not a model acceptable to the IRS. Non-profits are hit by the fact by getting a board together is financially difficult and difficult to get a quorum. We cannot call it an executive committee by law, the individuals will set the mission and vision of the organisation and the board of advisors can remove or replace the board of three directors.

As a reduced board of three individuals these individuals can meet three times a year. The appointment of chairs of committees is a board decision which cannot be made because the board cannot meet to make decisions because of time and money. The Secretary / treasurer would not be elected and legally a secretary / treasurer must serve on the board. This person will be appointed by the board of advisors.

John Thompson: Is it correct that a member on the board of advisors cannot serve on the various committees?

Steve Greenall: Any one that has been elected to four year terms would not change, will not affect people already holding office. Due to Don already been elected to become President next year cannot be removed from office.

Marta Hofacre: It is something we have to do because of restrictions of non profit rules and regulations, and that the board of advisors can find people that have the time and commitment to work with the ITA.

Steve Greenall: Suggests with this new model the President can be a flag waver to the ITA rather than be involved and engrossed with the operations of the ITA.

Marta Hofacre: We have to make sure board of advisors are aware who is doing the work and who is not, and communicated in the information flow on people who are doing the work on the ITA. This can be communicated to membership, the watchdog of the group, if the membership is not happy with the actions or operations of the three individuals of the board it can go to the board of advisors. The membership is ultimately responsible for ITA.

Floor: Might need a board with certain requirements for instance someone with financial background.

Steven Greenall: Ed is the chair of audit committee and also treasurer which is OK as long as the audit takes place by CPA.

Ken Hanlon: None of the constitution comes into affect until next summer.

Floor: Will have to circulate the constitution in the journal and that the steps that need to take place are clearly stated, and the responsibilities of the various steps that need to take place.

Ken Hanlon: stated he is happy to give his email to allow people to ask questions about the constitution.

Gabe Mueller: How do we get a list of the board of advisors.

Steve Greenall: They are elected and can be found on the website.

Gabe Mueller: I would like to know how to do research on who is voted onto the board of advisors.

Ken Hanlon: I myself do not know everyone on the board of advisors, and in an automobile association people do not know a lot of the people on the advisory board and that at least with the ITA the commonality is that we are all trombone players.

Jiggs Whigham: Struggled with the constitutional changes for some time. New system if someone is not pulling their weight, they can be removed many more checks and balances.

John Mark Thomson: Executive Board: how do these names come forward?

Steve Greenall: Via the board of advisors and the membership

Floor: How do we ensure a truly international representation?

Ken Hanlon: We don't

John Mark Thompson: Can some of membership appoint board directors and also the board of advisors.

Steve Greenall: Governance committee will be able to include more names and more representative of the membership.

Ken Hanlon: Three Scandinavian countries will soon come on board with the ITA, and put membership dues through regional and national associations via the ITA.

China has just set up a tuba and trombone association and we will be communicating with them at the appropriate time when they can govern themselves.

Floor: Will there be requirement for board of advisors to publish finances and to put together a letter for removal of board members and how this will occur.

Steve Greenall: Board will publish bylaws once the constitution is voted upon.

Ken Hanlon: Attempt to have board of advisors meet every year at the ITF, and have half of them to make a quorum. Need to vote on changing the constitution today or will have to wait another two year.

Floor: Board of advisors may decide to appoint other people may need to provide membership with information on this and have a system in place for this. We might need to state things that will occur as result of changing the constitution.

Steve: Chief elected officer would step in (the President) to make an interim appointment. If board of advisors is less than 12 then may need to get the President to step in.

John Mark Thomson: Chain of succession currently in place, in the new constitution this is not the case

Ken: The board of advisors has ability to remove an officer or the officer has the ability to remove themselves.

Floor: Board has responsibility to fill one vacancy per year.

Steve: Can see a situation where a chair may serve two terms because they have the best skills to do the job. The people serving on the board are not the people who put themselves there.

Ken: Most people do not understand what being a board member means, but in Orchestra or ballet boards it could be how much money they can bring in.

This constitution may not be the answer to the solution and may be changed if it does not work two years down the line. The membership then read the proposed changes to the constitution.

Motion to accept changes to the constitution was voted for unanimously.

Meeting adjourned at 5.25 pm