

1 **CALIFORNIA FUTURE BUSINESS LEADERS OF AMERICA, INC.**
2 **Board of Directors' Meeting**
3 **MINUTES**
4

Mission Statement:

To bring business and education together in a positive working relationship
through innovative leadership and career development programs

5
6 *California FBLA is a nonprofit Benefit Corporation. The Directors named by the Corporator in an*
7 *action by Incorporation executed following filing of the Articles of Incorporation of the Corporation*
8 *as named above, constituting the Board of Directors of this Corporation, held a regularly scheduled*
9 *meeting at the time, the day, and at the place set forth as follows:*
10

11 **DATE:** October 21, 2020 **PLACE:** Via Teleconference

12 **ITEM 1: CALL TO ORDER**

13 Chris Gomez, Chair, called the meeting to order at 5:05 p.m.
14

15 **ITEM 2: ROLL CALL**

16 The following Directors, constituting all of the Directors named by the Incorporation and a majority
17 of the authorized number of voting Directors (thereby establishing a quorum) of the board,
18 participated in the meeting:

- 19 • Chris Gomez, Business and Industry Representative
- 20 • Donnette Silva Carter, Chairman, Business and Industry Representative
- 21 • Jill Wright, Business and Industry Representative
- 22 • Rohit Ramchandani, Business and Industry Representative
- 23 • Greg Fox, Business and Industry Representative
- 24 • Tamara Mallery, Business and Industry Representative

25 Non-Voting Members present (guests):

- 26 • Molly Anderson, CDE Representative
- 27 • Nikole Burg, Northern Section Director
- 28 • Graeme Logie, Bay Section Director/Management Team President
- 29 • Laurie Looker, State Officers' Adviser
- 30 • Sue Christensen, Business Manager
- 31 • Melanie Dias, Program & Events Manager

32
33 **ITEM 3: PRESENTATIONS**

- 34 A. CALIFORNIA FBLA STATE PRESIDENT REPORT--No student report at this meeting.
35

36 **ITEM 4: ACTION ITEMS**

- 37 A. Approval of Meeting Minutes Previously Provided: October 6, 2020
38 A *motion* was made by **D. Silva Carter** to approve the minutes as presented.
39 **T. Mallery** seconded the motion. *The motion passed unanimously.*
40 B. Financial Reports – No financial report was presented because this is a special meeting 15
41 days after previous meeting which included financial reports. S. Christensen reported that
42 financial transactions are listed in the Business Manager's report document filed with these
43 minutes.

- 44 C. Acceptance of Officer Resignation - G. Fox moved and T. Mallery seconded to accept with
45 regret the email resignation of Jill Wright from her officer position as Secretary. ***The motion***
46 ***passed unanimously.***
- 47 D. Appointment of New Secretary – C. Gomez asked for volunteers to serve as Board
48 secretary, but no volunteers stepped up at this time, so the chair and business manager
49 shared in notetaking for the current meeting. The appointment of a permanent secretary will
50 be taken up again at the next meeting.
- 51 E. Governance Documents Draft Review:
- 52 a. Student Organization Bylaws: L. Looker first shared that she had additional updates
53 that she and the student officer team wish to include in the student bylaws;
54 specifically, eliminate all references to the position of Parliamentarian and change
55 the State Officers’ Adviser title to State Executive Board Adviser. She requested to
56 be given a few days to further update the student bylaws with the assistance of the
57 state president and then obtain approval from the state officer team, as is necessary
58 for amending the student bylaws.
- 59 i. D. Silva Carter moved, and J. Wright seconded to approve L. Looker’s
60 proposed changes, allow time for the state officer team to review, and then
61 submit with those changes to the CDE.
- 62 b. Corporate Organization Bylaws: D. Silva Carter pointed out that all CA FBLA staff
63 designated in the Corporate Bylaws as members of the Board should additionally be
64 designated as ex-officio and voting members. Section 2.12 currently states that board
65 members cannot receive salaries. Discussion ensued about whether or not these ex-
66 officio members should have voting privileges. By state law, any member of a non-
67 profit board shall have voting privileges. Chris pointed out that members should just
68 abstain or recuse themselves when items are voted upon that directly impact their
69 position or salaries.
- 70 i. D. Silva Carter moved and J. Wright seconded to add wording under Article
71 2.12 to include all ex-officio paid staff and the future state director as
72 exceptions to the no salary rule. The motion carried unanimously.
- 73 c. Organizational Chart: G. Fox moved to approve as presented, and G. Logie
74 seconded. Motion carried with one nay.
- 75 d. Position Roles & Responsibilities: D. Silva Carter moved and G. Fox seconded to
76 approve this document’s draft and the Plan for Sponsorship Program’s draft (below)
77 on to the CDE for review with tentative plans to review again at the next Board
78 meeting. Discussion included observations that it was likely that the CDE would
79 have additional edits needed, so any action at this meeting would be most likely
80 modified in the near future. The motion carried unanimously.
- 81 e. Plan for Sponsorship Program: (See action taken on previous item.)
- 82 f. Review of Seated Board and Pros/Cons of Increasing Educators on Board: S.
83 Christensen requested Board direction on how to respond to the following
84 deliverables requested in the 2020-2021 CDE Draft Contract (discussion ensued):
- 85 i. *Review the bylaws to determine if all seated members meet the requirements*
86 *of the bylaws. If not, include a plan for a reconstitution of the Board*
87 *complete with a plan and timeline.*
- 88 I. Currently adopted bylaws—Each board Business & Industry Director
89 may be seated for up to two consecutive three-year terms. Of the
90 current seated board, Gomez, Silva Carter, and Wright are in their
91 sixth (2) and seventh (1) years as directors, Ramchandani is in his
92 fourth year. The three directors in their sixth year would need to step

93 down at the end of this school year for at least one year off (per
94 current bylaws).

- 95 2. Proposed bylaws—The same term limits apply, but Board consensus
96 at this meeting was that the clock resets with the adoption of new
97 bylaws. Directors with six consecutive years per the old bylaws
98 should each step down on alternating years but may re-apply (if
99 desired) after the year is taken starting with 2021-2022. However, the
100 three board members with the most longevity have all indicated a
101 desire to step down sooner rather than later. A plan is needed to
102 provide stability during the transition process.

- 103 *ii. Research the possibility of adding more educational leaders to the Board of*
104 *Directors and reach a consensus. Include recommendation on moving*
105 *forward, including a list a pros and cons of adding educational leaders. In*
106 *addition, a list of 4-6 potential educational leaders and the attributes and*
107 *supports they bring to the Board along with names and contact information*
108 *will be included with the written workshop report. Discussion took place at*
109 *this Board meeting rather than at the Working Committee meetings or at the*
110 *Organizational Clarity Workshop (both due to time limitations):*

111 1. Pros:

- 112 a. Provides relevant diversity to otherwise business/industry
113 board make up
114 b. Educational knowledge and experience can be critical to many
115 decisions made by the Board
116 c. Knowledge brought to Board of distinct student needs
117 d. Boots on the ground experience with CTE
118 e. Longevity of connection
119 f. Provide different perspective than purely business/alumni
120 perspective
121 g. Could help to balance out diversity of California in ethnicity
122 and age
123 h. Can drive the program to support high-quality CTE

124 2. Cons:

- 125 a. Not as versed on real business world
126 b. Not as well-connected to find business sponsors
127 c. May not want to give more time to something related to their
128 job
129 d. Not as focused on return on investment
130 e. May have ulterior motives or objectives for taking Board
131 position
132 f. Too many educators on Board could dilute the possibilities of
133 high-quality business connections and, therefore, high-quality
134 CTE.

- 135 3. M. Dias and S. Christensen will provide a list of names, dates, and a
136 plan for reconstituting the board to meet bylaws requirements and to
137 provide stability during the transition.
138

139 **ITEM 5: STATUS REPORTS**

140 A. State Adviser Report: (M. Anderson)

- 141 a. M. Anderson reported in addition to her submitted report that the 2020-2021
142 CDE/CA FBLA Contract has been completely approved and is on track for

- 143 signatures soon.
- 144 b. The CDE is also in receipt of the contract Task 1 deliverables paperwork that was
- 145 due on September 30 and was received on schedule.
- 146 c. She also briefly discussed the 2019-2020 Cy-Pres Financial Literacy Grant Program,
- 147 noted that approximately \$20,000 remains to be spent, and she planned to contact the
- 148 FBLA-PBL CEO, Alex Graham, in order to discuss possibly extending the CA
- 149 FBLA grant program further into 2020-2021 so that all funds could be awarded. She
- 150 is currently reviewing possibilities for extending the grant forward.
- 151 d. Affiliations are coming in strong. Only HOSA has so far made a final decision to
- 152 NOT hold a state conference in 2021, and other CTSOs seem to be planning to make
- 153 a final decision by the end of the calendar year.
- 154 e. She also reported that the CTSOs have formed a national alliance to work together at
- 155 the national level.
- 156 f. Lastly, she mentioned that the CDE CTSO Policy Guide draft (included with her
- 157 submitted report files) is now in legal review at the CDE.
- 158 i. D. Silva Carter mentioned that the guide implies that CTSO's are subject to
- 159 the Brown Act, and she asked Molly to see if she could find out if CTSO's
- 160 are under the Brown Act.

161 B. Program & Events Manager: (M. Dias)

- 162 a. M. Dias reported that 78 advisers attended the Adviser Conference and that it was so
- 163 successful that it probably should be made an annual event.
- 164 b. Her main work right now is planning for the Virtual LDI to be held on November 14.
- 165 i. Current registration is approximately 250, with a goal of 800-1,000 or more.
- 166 ii. The CDE contract will potentially fund \$6,000 toward the keynote speaker(s)
- 167 and the virtual multimedia platform.
- 168 1. With that in mind, CA FBLA is contracting with Tri Leadership for
- 169 their platform and assistance with pre-recorded portions, as well as
- 170 inclusion of their GooseChase Quest app as an engagement activity.
- 171 2. The state officers are going to do three pre-recorded video workshops.
- 172 3. There will be an adviser session at LDI, as well.
- 173 4. She also mentioned that all state officers have been sent a green
- 174 screen backdrop and a light ring for use when recording videos and
- 175 leading virtual meetings.
- 176 5. No Board action needs to be taken since all work taking place within
- 177 previously approved budget.

178 C. Management Team President: (G. Logie)

- 179 a. G. Logie reported that the Adviser's Retreat went well and was worthwhile.
- 180 b. Discussion ensued about impending retirement from CA FBLA of Nancy Sansot at
- 181 the end of the year. M. Dias shared that she has spoken to both Nancy and Manuel
- 182 Rapada, and Manuel agreed to shadow Nancy through the rest of this year.

183 D. Business Manager: (S. Christensen)

- 184 a. S. Christensen had no report other than the document reports that were sent out prior
- 185 to the meeting.
- 186 b. She shared a concern on the decreasing cash balance in the main checking account
- 187 and alerted the Board to a probable need to approve transfers among accounts at the
- 188 next meeting.

189 E. State Executive Board Adviser: L. Looker spoke earlier with regard to the Student Bylaws,

190 but had no further report at this time.

191

192 **ITEM 6: SET DATE/TIME OF NEXT MEETING**

193 A. After arriving at a consensus, the chair set the next meeting for Wednesday, December 9,
194 2020 (online), at 5:30 p.m. It was recommended that the Program & Events Manager's
195 report be moved to the top of future agendas, following minutes approval and any student or
196 guest presentations.
197

198 **ITEM 11: ADJOURNMENT**

199 The meeting was adjourned at 6:44 p.m.

200
201 Respectfully submitted,

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203 CALIFORNIA FUTURE BUSINESS LEADERS OF AMERICA, INC.
204

205 

November 29, 2020

206
207 _____
208 Sue Christensen, Business Manager
209 on behalf of T.B.D. Secretary
210 Business and Industry Representative

Date: November 29, 2020