

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*

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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:*
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11 **DATE:** December 9, 2020 **PLACE:** Via Microsoft Teams Teleconference

12 **ITEM 1: CALL TO ORDER**

13 Chair Chris Gomez called the meeting to order at 5:33 p.m.

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15 **ITEM 2: ATTENDANCE**

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

- 19 • Chris Gomez, Chair, Business and Industry Representative
- 20 • Donnette Silva Carter, Vice Chair, Business and Industry Representative
- 21 • Martin Baltierra, Business and Industry Representative
- 22 • Greg Fox, Business and Industry Representative
- 23 • Tamara Mallery, Business and Industry Representative
- 24 • Jill Wright, Business and Industry Representative

25 Non-Voting Members present (Reporting Staff, Members, Guests):

- 26 • Molly Anderson, State Adviser
- 27 • Nikole Burg, Northern Section Co-Director
- 28 • Sue Christensen, Business Manager
- 29 • Melanie Dias, Program & Events Manager
- 30 • Graeme Logie, Bay Section Director
- 31 • Laurie Looker, State Officers Coordinator
- 32 • Kelsea Whiting, State President (present during State Executive Student Board Report)

33 Absent:

- 34 • Rohit Ramchandani, Treasurer, Business and Industry Representative

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36 **ITEM 3: ELECTION OF NEW BOARD SECRETARY**—Chair Chris Gomez announced that
37 the meeting could not proceed without the election of a secretary to replace Jill Wright, who
38 resigned as secretary in October, and is retiring from the board after this meeting due to completion
39 of her term limit. Discussion ensued. It was stated that staff members cannot serve as officers.
40 Greg Fox agreed to accept the position as long as he could start taking minutes with the next
41 meeting.

42 *A. Donnette Silva Carter moved and Tamara Mallery seconded to elect Greg Fox to the*
43 *position of Board Secretary. In further discussion, Greg asked if he could be sent a minutes*
44 *template, and Sue agreed to send one to him before the next meeting. **The motion carried***
45 *unanimously.*

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ITEM 4: PRESENTATIONS

A. CA FBLA State President’s Report (K. Whiting/L. Looker)

- a. State Executive Student Board Meetings: Dr. Looker shared that the past state officer meeting minutes are posted in the shared Reports folder for this meeting.
- b. 2020 Virtual LDI Recap: Kelsea shared a report from the State Executive Student Board regarding their review of the Virtual LDI held on November 14. The team has heard great feedback from students and advisers. The state officers prepared pre-filmed intro and general session video using their own devices, along with light kits and backdrop/green screens which were provided by CA FBLA. The state officers held activity sessions and professionals provided other breakouts and keynotes were provided by Dan Williams and Hillary Bilbrey, who were both very well received. Overall LDI was extremely successful with over 1,000 attendees. The one negative was a long gap of time after the opening keynote to before the first workshops session, which could not have been foreseen by the CA FBLA team as Tri staff were the ones in control of the production of the opening session video. Dr. Looker expressed that the state officers did a fabulous job.
- c. CA FBLA Webinar Series: Kelsea also updated the Board on the state officers’ webinar series, which most recently featured Lisa Feigenbaum, who is a vice president from the main office of the Sacramento Kings. The next webinar will be in late January/early February. Sue Christensen shared that a single webinar within a series of webinars have been referred to with the term “webisode” in other situations, as a possible note for the future. Dr. Looker let the board know that they would love presenter ideas from the board for future webinars.
- d. State Officer Candidate CTE Enrollment Requirements: Dr. Looker and Kelsea Whiting shared concerns about the CTE enrollment requirements for students applying for state office for 2021-2022 and that while transcripts for applicants can be checked during the spring when they apply for office, it may be difficult to predict if the school will or will not run the courses the following fall in every case. Donnette asked State Adviser Molly Anderson if this requirement is new, and if it also applies to other CTSOs, and how would that work for FFA where the state president serves as president the year after high school graduation. Molly shared that this is actually not a new rule by the CDE and that the actual requirement is that students be enrolled in a pathway, and not just a single course in time (“one and done”). Molly shared that for DECA she is sent each candidate’s transcript to audit. If a candidate has already completed all of the courses of a pathway, then it’s possible that they could be a state officer without being in a CTE course during their senior year of office. What is not allowed is a candidate to take a class or two but then never take the rest of the pathway courses. Dr. Looker shared that she audits the state officer candidate transcripts before approving them for running for office. Dr. Looker and Kelsea excused themselves from the meeting after their report. Molly wasn’t aware of how this all worked for FFA, but Melanie Dias shared that they are state officers *after* graduation from high school.

ITEM 5: BUSINESS ACTION ITEMS

- A. Approval of Meeting Minutes Previously Provided: October 21, 2020
A ***motion*** was made by ***G. Logie*** to approve the minutes as presented. ***D. Silva Carter*** seconded the motion. ***The motion passed unanimously.***
- B. Revisit of Meeting Minutes of October 6, 2020, Previously Approved on October 21, 2020
A ***motion*** was made by ***N. Burg*** to make an amendment to the October 6, 2020, board minutes to incorporate the replacement wording proposed by Molly Anderson in her email

97 to the board dated October 22, 2020: Specifically to strike “Molly also indicated that CDE
98 looks at the minutes, and it could be construed FBLA is hiding things” and replace with
99 “Molly expressed a need to provide a history of what is covered in FBLA Board meetings.
100 When they are cryptic and read more like an agenda it appears that important information is
101 being omitted”. **G. Fox** seconded the motion. Donnette pointed out that, while the October
102 6, 2020, minutes can be amended, the original wording will still show as part of this
103 meeting’s minutes. ***The motion carried with one dissenting vote.***
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105 C. Recognition of Jill Wright, retiring board member

106 Chair Chris Gomez recognized Jill Wright, who is retiring from her position on the board
107 after this meeting. Donnette led off an acclamation of thanks and respect for Jill’s long
108 history of supporting FBLA and the board of directors. Molly recalled meeting Jill in 1988
109 when she was a brand new teacher at a fall conference in Fresno (then known as the
110 Presidents’ Conference”) and how Jill was juggling supervision of her students at the
111 conference with a newborn baby that was also at the event, and how she watched Jill over
112 the years manage teaching, her active chapter, and raising her boys over her career. Nikole
113 shared that she was a student of Jill’s in high school and is now not only a CTE teacher and
114 adviser, but a member of the board and management team. Chris reminded Jill that she will
115 most definitely be invited back to help at conferences in the future.
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117 **ITEM 6: REPORTS AND RELATED ACTION ITEMS**

118 A. Program & Events Manager (M. Dias):

119 a. LDI Update: Melanie gave an update on the recent 2020 Virtual LDI. She reported
120 that 1,034 were registered and more than 700 logged into the opening session and
121 more than 500 attended the closing. By comparison, she noted that about 700
122 attended the opening session of the Virtual NLE in June, which was a much larger
123 event in registrations, so we met our participation goals. The partnership with Tri
124 worked very well. Melanie encouraged members to view her report in the Reports
125 folder.

126 b. SLC Planning and Budget: ***D. Silva Carter moved and J. Wright seconded to***
127 ***officially change the platform for the 2021 State Leadership Conference (SLC) from***
128 ***in person to virtual due to the continuing Covid-19 pandemic public gathering and***
129 ***travel restrictions in California and to accept the revised SLC Budget as presented***
130 ***by M. Dias in her report documents.*** Discussion ensued regarding the status of
131 existing contracts with the Sacramento Convention Center, hotels, and other vendors.
132 G. Logie added that his observations are that pretty much no district will approve
133 student or teacher travel any time during the 2020-2021 school year. ***The motion***
134 ***carried unanimously.***

135 i. Melanie added that the proposed SLC budget will still result in a balanced
136 budget, depending on registration pricing, still to be determined. Plaque
137 shipping will be an increased cost and logistic issue, and, while the proposed
138 CDE contract can help to cover the virtual platform costs after approved and
139 then amendment can be proposed for platform costs, but it cannot be used to
140 cover plaque costs. Donnette proposed getting sponsors for the plaques to
141 cover costs and shipping.

142 B. State Adviser’s Report (M. Anderson):

143 Molly asked the board to reference her report in the Reports folder.

- 144 a. Molly shared about attending the ACTE Conference last week and made special
145 note that, even though it was virtual, the registration was still \$400.
146 b. She is looking for a couple of advisers to serve on the MBA Research Teacher
147 Advisory Network, and she will promote this in the upcoming newsletter.

- 148 c. The 2020-2021 CDE Contract draft is in Contracts Office and is ready to be
149 signed; however, her administrator and director have asked it to be put on hold
150 pending all of the Task 1 deliverables being completed and agreed upon.
151 Everything was received on time by the end of October, and CA FBLA staff are
152 still working on working with her on wording as outlined in Molly's recent email
153 that was sent out before the last Management Team meeting. The affiliation fee
154 model must clearly be in place for 2021-2022, and move from the dues model.
155 Other pending requests involve breakdown of board and management team
156 duties, plans to reconstitute the Board of Directors, and the Sponsorship Plan.
- 157 a. S. Christensen shared that four of the documents (Corporate Bylaws,
158 Student Bylaws, Organizational Chart, and Staff Duties and
159 Responsibilities) presented with edits suggested in red in the email from
160 Molly were approved by the Management Team at its last meeting, just
161 after Molly excused herself from that meeting, but that the title for Dr.
162 Looker's position may be up for change again pending results of a
163 discussion more recently between the Chair and Dr. Looker. G. Logie
164 emphasized that he did not believe that there was any agreement by the
165 Management Team with regard to the Sponsorship Plan or Board
166 Reconstitution Plan since those had not yet been discussed when Molly
167 left the meeting. Molly then shared her view of what transpired at that
168 meeting and why she left the meeting and was not able to present all of
169 the pieces needed for the deliverables. Chris shared that he and Dr.
170 Looker had discussed the title of "State Officers' Coordinator" and that
171 both felt it was a good compromise and that this title was agreeable with
172 the CDE.
- 173 b. M. Dias reviewed the Board Reconstitution document draft and list of
174 proposed educators to approach for board candidacy. Three board
175 members are currently at or past term limits. Molly clarified that a step-
176 by-step plan needs to developed and shared with the CDE. Chris stated
177 that the plan is to find two people for Jill's now open spot. Then, find
178 two more for each of his and Donnette's places to be vacated soon.
- 179 i. ***S. Christensen moved and T. Mallery seconded that each***
180 ***Business & Industry Board Member be paired with one section***
181 ***director for each of the next six upcoming months to come to the***
182 ***board each month with two candidates. The motion carried***
183 ***unanimously.***
- 184 c. S. Christensen shared an affiliation schedule draft, which she stated is
185 identical to the DECA's fee schedule in the third column with two years
186 of building up to that level. M. Anderson stated that the CDE will not
187 accept the two years of building up to the third column level, and that we
188 need to start with the same level of fees as DECA from the first year that
189 we implement this (2021-2022). Discussion ensued regarding how the
190 new fees would work for chapters in actual practice. Chris stated that we
191 need to develop a plan and submit it to CDE for approval, and begin
192 educating our chapter advisers. Discussion also ensued about Molly's
193 recommendations for further edits needed to the governance documents in
194 order to proceed to a contract.
- 195 d. Chris Gomez confirmed with Graeme Logie that all of the edits suggested
196 by Molly Anderson in the red edits for the Corporate and Student Bylaws,
197 with the exception of the title of the state officers' adviser, were approved
198 by the Management Team. He then entertained a motion to encapsulate

199 all of the current edits and suggested edits to all of the pending draft
200 governance documents.

201 **1. Jill Wright moved and Graeme Logie seconded to adopt**
202 **the proposed Corporate Bylaws, Student Division Bylaws**
203 **(pending review by the state officer team), Organizational**
204 **Chart, Duties and Responsibilities Document, Board**
205 **Seating and Reconstitution Plan, Management Seating**
206 **Chart (to be created by M. Dias to follow format of Board**
207 **Chart), Affiliation Fee Plan using only the third column of**
208 **fees, and the Sponsorship Plan, as last edited in red text by**
209 **the State Adviser, with all necessary documents edited so**
210 **that all references to the State Executive Board Adviser be**
211 **changed to read “State Officers Coordinator”, and to be**
212 **built upon by CA FBLA staff and submitted to the CDE in**
213 **the spirit of Michelle McIntosh’s recent email to the board**
214 **regarding all of these documents. The motion carried**
215 **unanimously.**

216 e. Affiliations going well so far with only about two applicant schools being
217 denied affiliation for 2020-2021.

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219 **B. Management Team Report (G. Logie)**

220 a. Graeme stated that his report is in the Reports folder for review.
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222 **D. Business Manager’s Report (S. Christensen)**

- 223 a. Sue directed the board to check the financial reports provided in the Reports folder.
224 b. She also indicated that she is watching closely a CA Covid Relief Grant that may be
225 available for CA FBLA to pursue, as well as upcoming renewals expected for the
226 federal CARES Act PPP and EIDL funds.
227 c. Sue stated that she would like to withdraw her action item regarding the signing of
228 agreements with Tallo due to concerns she has over some requirements under the
229 agreements.
230 d. Sue asked for a motion to approve borrowing cash from two of the sections in order
231 to fill a gap developing due to decreased revenues this fiscal year and the need to
232 maintain cash to cover payroll and upcoming spring conference expenses until the
233 CDE Contract is approved and available for invoicing.

234 **i. Jill Wright moved and Martin Baltierra seconded to approve the Business**
235 **Manager to borrow funds currently in excess of \$20,000 balances in section**
236 **checking accounts in order to move additional cash to the CA FBLA main**
237 **checking account and to be repaid to the sections in 2021-2022. The motion**
238 **carried unanimously.**

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240 **ITEM 7: NEXT MEETING**

241 A. The next meeting was set via consensus for **Wednesday, January 13, 2021, at 5:30 p.m.**

242 B. Clarification was made by the Business Manager and confirmed by the Chair that members
243 (Program & Events Manager, Business Manager, Management Team President, and State
244 Officers Coordinator) will still be required to attend and make reports, but will no longer be
245 actual “members” of the Board of Directors. The rotating position held by section directors
246 (currently held by Nikole Burg) has been eliminated with the adoption of the Corporate
247 Bylaws at this meeting.

248 C. Clarification regarding the status of the governance documents process going forward was
249 made by the Chair, indicating that staff will make all of the edits approved at this meeting
250 and will submit the documents to the CDE later this week.

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252 **ITEM 11: ADJOURNMENT**

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254 The meeting was adjourned at 8:09 p.m.

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256 Respectfully submitted,

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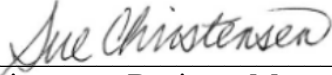
258 CALIFORNIA FUTURE BUSINESS LEADERS OF AMERICA, INC.

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264 Sue Christensen, Business Manager

265 on behalf of Greg Fox, Secretary

Business and Industry Representative

January 13, 2021

Date: January 13, 2021