



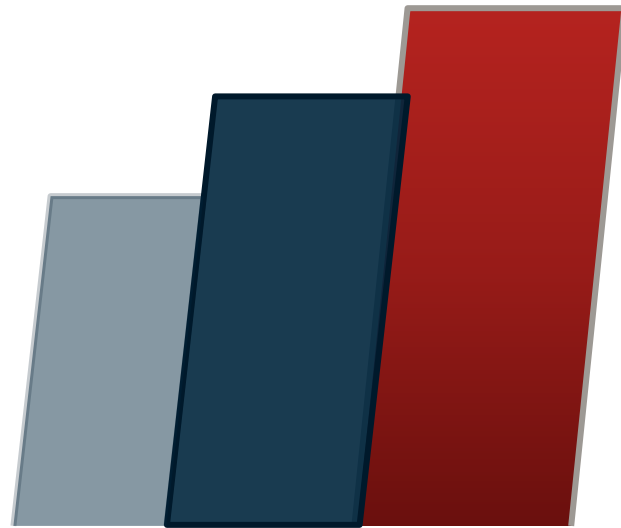
**BUSINESS
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National Board of Trustees Meeting Minutes November 12, 2024

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PROFESSIONALS**
of **AMERICA**





National Board of Trustees Meeting Minutes November 12, 2024

Call to Order

Board Chair, Devin Alexander called the meeting to order at 6:01 PM ET.

Roll Call & Determination of Quorum

Secretary, Andrea Sutherland conducted the roll call, and a quorum was established.

Present: Devin Alexander, Breezy Gutierrez, Andrea Sutherland, Athena Frank, Layan Ahmed, Terry Carrera, Kimberly Goodman, Owen Hamilton, Victoria Pinarreta, Amy McClure, Brenda Menahan, Kelly Munro, Lisa Parker

Ex-officio: Paxton Cavin (absent)

Guests: Ric Cowles, Scott Mathie, Patrick Schultz, Kelly Williams, Michael Borowitz, Ali Socie

Appointment of Minutes

Chair, Devin introduced the approval of the October 8th, 2024 Board of Trustees Meeting Minutes. Athena Frank shared that she provided one revision via email to the Secretary and moved to approve the minutes with revisions, as provided to the Secretary. Terry Carrera seconded the motion. Devin called for a no objection vote to approve the October 8th, 2024 Board of Trustees Meeting Minutes as modified. There were no objections and the minutes were approved.

Ric Cowles and Scott Mathie joined the meeting at this time (6:04 PM ET).

2024-2025 Audit Presentation



Chair, Devin introduced Breezy Gutierrez, Chair of the Audit Committee, for the report. Breezy introduced auditors and they shared their presentation. They stated that this was an audit after a review, so there is a smaller scope of work. Michael Borowitz stated that the audit is about 85% complete at this time, but they have enough information to share their opinion that all financials present fairly and in all material respects, which is the best result possible. Michael concluded his report by thanking Ric Cowles for his support through out the audit.

Chair, Devin thanked Michael Borowitz and Ali Socie for their report. A formal vote on the audit will take place once the audit is completed.

Michael Borowitz and Ali Socie left the meeting at this time (6:20 PM ET).

Approval of Agenda

Athena Frank moved to approve the agenda as presented. Amy McClure seconded the motion. Chair, Devin called for a no objection vote to approve the agenda as presented. There were no objections and the agenda was approved.

Treasurer Report

Treasurer, Athena Frank shared that the finance report and financial statements were available in Board Effect. This report is for July through September of 2024. She shared that there is about a \$20,000 surplus on Operating Income, which correlates to increases in membership. She highlighted this only captures the first thirty days of the membership year, which shows great promise for membership this year. Additionally, about \$9,000 less was spent on Operating Expenses. Overall, we are about \$29,000 ahead of the budget for the month. She shared that Ric Cowles expects us to have a positive net income by November or December, which is exciting!

Athena also shared that the financials for the Student Leadership Summit were split onto its own line item, per P&P. She highlighted that the Student Leadership Summit was about a 50% loss to income, but this was an investment in the conference and expected. She did highlight that the conference income was higher than expected.

Executive Council Reports

Layan Ahmed and Victoria Pinarreta presented a joint report on behalf of both divisions. They shared they were excited to welcome back members during a webinar they hosted. Additionally, members of the officer team had the opportunity to attend and represent National BPA during several FLCs this past month. They shared their Giving Tuesday initiative to raise funds for the organization, and that they are working on a video to share with potential donors. They reported they have raised \$450 for their

scholarship and are collecting gift cards for a March Madness fundraising calendar. Lastly, they continue to meet with their Buddy States.

Interim Executive Director/BOT Chair Report

Chair, Devin shared that the staff is gearing up for ACTE Vision, which is the first week of December. Layan Ahmed, Kristina Kerns and Devin will be attending the conference, as well as the Texas State Officer Team, as it will be hosted in San Antonio, TX.

He shared that the Education Team has been doing great. State contests have been released and revisions are being made. He recognized Kelly Williams, Patrick Schultz, and Kelly Munro for their work. Additionally, he shared that the team will actively begin recruiting judges in January and requested that any leads be shared with National Staff so they can receive a Save the Date.

Committee Reports

Advocacy

It was shared that they met to review materials that were provided including an advocacy toolkit guide, posters and fliers. The plan is to publish an advocacy section on the Member Gateway with these resources for CTE Month.

Audit

Chair, Breezy Gutierrez shared that the committee has been supporting the audit by providing resources as they are requested and will continue until the audit is complete.

Finance

Chair and Treasurer, Athena Frank shared that the committee met to review the audit, financial reports and Treasurer Report prior to the meeting and had no concerns. She had nothing further to share outside of the Treasurer Report.

Policies & Procedures

Chair, Lisa Parker shared that the committee won't meet until December 17, 2024. However, she presented suggestions from our prior Board of Trustees Meeting during a SAAC meeting to request feedback that the SAAC Handbook was reviewed. This record will be kept by the SAAC Chair, Christine Phipps.

Personnel

Chair, Andrea Sutherland shared that the committee had met twice since the last Board of Trustees meeting. She shared that the committee had completed the application requirements, reviewed the job description and reviewed application platforms to aid in the process. A motion was made and approved

by the committee to request a budget of \$3,000 to utilize the Team Tailor platform in the process. She shared that we did request a discount, and the pricing was reduced to \$2,500, so the motion could be modified. Lisa Parker asked to table this discussion to Executive Session and there were no objections.

Programs

Chair, Brenda Menahan shared that the committee had not met since the last Board of Trustees meeting and there was nothing to report.

Strategic & Long-Range Planning

Chair, Breezy Gutierrez shared that the committee has not met yet. She shared that she is researching organizations that could help support the committee in developing the Strategic & Long-Range Plan.

New Business

Website RFP Proposal

Chair, Devin recognized Patrick Schultz to share his presentation. Patrick stated, with the Board of Trustees' approval, he would like to begin the process of redesigning the website. He shared a timeline consisting of requesting proposals, selecting a firm, and design period with a projected launch date of May 1, 2025. He is looking to modernize the site, reduce unnecessary subsites to streamline the infrastructure and integrate a learning management system. This redesign would bring back the protection of our data, while maintaining the membership registration integration and keeping donation platforms.

Patrick is requesting the Board of Trustees' approval of up to \$25,000 to be spent on this project. He shared that there are donor restricted funds for special projects and he has received the donor's consent to utilize the funds for this project, so this does not impact our general funds.

Andrea Sutherland asked if the go-live date would impact NLC. Patrick shared that the website would be hosted on a beta site and not transition until the conclusion of NLC. Breezy Gutierrez asked if the redesign would also ensure user accessibility. Patrick conferenced that it would.

Athena Frank moved to allocate \$25,000 of restricted funds for the website RFP. Owen Hamilton seconded the motion. There was no further discussion. Chair, Devin called for a no objection vote to approve the proposal as presented. There were no objections and the proposal was approved.

BOT Committee Re-assignments

Chair, Devin shared that Paxton Cavin had resigned from the Personnel and Strategic & Long-Range Planning committees due to accepting a role with Team Tri. Furthermore, he shared with the addition of new Board of Trustees members, committee assignments require the approval of the Board of Trustees.

Victoria Pinarreta requested to be switched from Programs to Finance, per discussions at the Growth & Development Summit. Additionally, Kelly Munro highlighted that the Ex-officio Executive Director was mislabeled and should reflect Devin's name. Chair, Devin stated that all staff assignments would remain the same. Lisa Parker moved to approve the BOT Committee Re-assignments with modifications to add Devin as the Executive Director, add Victoria Pinarreta to the Finance Committee and remove her from Programs. Victoria Pinarreta seconded the motion. Chair, Devin called for a no objection vote to approve the BOT Committee assignments as modified. There were no objections, and the BOT Committee Assignments were approved as modified.

Summer Meeting Date

Chair, Devin shared that a change in the Summer Meeting Dates is being considered, but could incur additional finances to support. If the dates were moved to June, BPA would incur an additional \$11,250 in expenses. This evaluation is also being made for future NLC sites, of which Orlando for 2028 has already stated they could not support any dates in June. He opened the floor for discussion.

There were concerns about moving this meeting any later in the year as it limits the time CEAC has to prepare competitive events. Additionally, some schools return in early August so teachers may have to take time off to attend, and these materials are being released a month into their school year. There were concerns that the two Presidents could be attending the Growth & Development Summit prior to their officer training, as that is traditionally held in June as well. It was recommended when negotiating future NLCs that this conference also be booked at that time to get the best timing and pricing overall.

Owen Hamilton offered his expertise to support Jonathan Smith through this decision. Athena Frank moved to table this discussion until the December 10th, 2024 Board of Trustees meeting to allow Jonathan Smith more time for research options. Amy McClure seconded the motion. Chair, Devin moved for a voice vote. The motion carried, with eleven votes in favor, no votes in opposition and two abstentions by Devin Alexander and Owen Hamilton. The discussion was tabled.

Old Business

NLC Site Review Part 2

Chair, Devin stated that this topic can be tabled due to the remaining agenda. Athena Frank moved to table this discussion until the December 10th, 2024 Board of Trustees Meeting. Lisa Parker seconded the motion. Chair, Devin moved for a voice vote. The motion carried, with eleven votes in favor, no votes in opposition and two abstentions by Devin Alexander and Owen Hamilton. The discussion was tabled.

Executive Session

The Board of Trustees entered Executive Session at 7:33 PM ET. All guests were discussed at this time. Executive Session concluded at 8:28 PM ET. During Executive Session, the Board of Trustees voted to

approve the formation of a committee to conduct a formal investigation of improper conduct of a Board of Trustees member. Additionally, the Board of Trustees discussed the hiring process of our Executive Director and overall finances.

Athena Frank moved to allocate \$2,500 to Team Tailor for the Executive Director search. Terry Carrera seconded the motion. Chair, Devin called for a no objection vote to approve the motion as presented. There were no objections and the funding was approved.

Chair, Devin thanked the Board of Trustees for their discussions and support.

Adjournment

Chair, Devin called for a no objection vote to adjourn the meeting. There were no objections, and the meeting was adjourned at 8:37 PM ET.