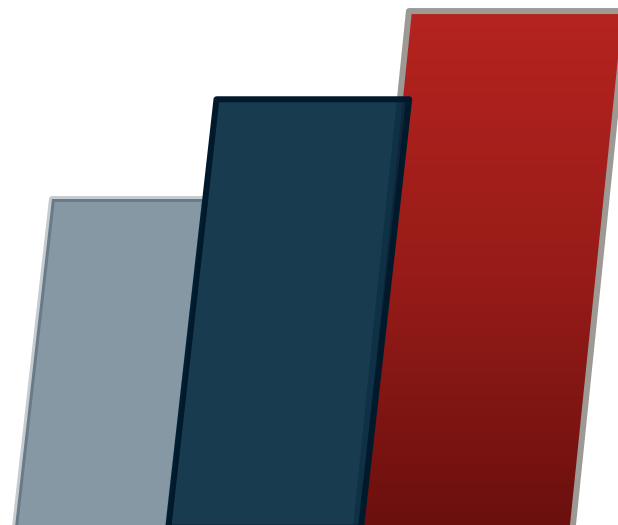




National Board of Trustees Meeting Minutes January 14, 2025

Our mission at Business Professionals of America is to develop and empower student leaders to discover their passion and change the world by creating unmatched opportunities in learning, professional growth and service.





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Call to Order

Board Chair, Devin Alexander called the meeting to order at 6:11 PM ET.

Roll Call & Determination of Quorum

Secretary Pro Tem, Athena Frank, conducted the roll call, and a quorum was established.

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

Absent: Kelly Munro (Proxy: Athena Frank), Andrea Sutherland (Proxy: Victoria Pinarreta). Note: both Kelly Munro and Andrea Sutherland were listening on the call the majority of the meeting; however, due to circumstances, proxied their votes in advance, per policy, as they were unable to attend the entire time.

Guests: Kristina Kerns, Sophia Pinarreta, Patrick Schultz, Jonathan Smith, Kelly Williams, Judith McKinstry (joined at 6:26 PM ET).

Approval of Agenda

Amy McClure moved to approve the agenda as presented. Terry Carrera 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.

Approval of Minutes

Chair, Devin introduced the approval of the December 10, 2024, Board of Trustees Meeting Minutes. Amy McClure moved to approve the minutes and Victoria Pinarreta seconded the motion. Devin called for a no objection vote to approve the minutes. There were no objections and the minutes were

approved. Devin then introduced the approval of the December 17, 2024, Special Board of Trustees Meeting Minutes. Amy McClure moved to approve the minutes and Terry Carrera seconded the motion. Devin called for a no objection vote to approve the minutes. There were no objections and the minutes were 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 November of 2024. The Treasurer's Report reflects operations through November at nearly \$28,000 above projections for the period. The increase correlates to increases in membership and reductions in projected expenses.

Executive Council Reports

Layan Ahmed and Victoria Pinarreta presented a joint report on behalf of both divisions. They shared updates regarding social media promotion and their GROW initiative, including recent postings to BPA's TikTok account. They also discussed Winter Meeting activities with the officer team and National Staff last week, where they focused on NLC planning and media content. They are also utilizing calendars of work to meet or exceed deadlines and produce high-quality content for members. Additionally, they have been working on membership guides and resources for the member gateway, fostering collaboration through their engagement with their buddy states via one-on-one meetings, and showcased an Instagram testimony from Zachary Dakin, a mid-level student member from Oklahoma. The officer team has also been working on Torch Award Tuesday and finalizing the Acts of Service for NLC with options potentially including a food drive, friendship bracelets, and a physical walk for Special Olympics. To date, the team's fundraising efforts have reached \$1,000 of their \$2,400 goal. To help boost the Executive Officer Scholarships, they plan to seek out local businesses for gift cards for a March Madness activity. Key metrics were also presented as they related to individual officer interactions, member interactions, and buddy state meetings. In closing, they encouraged Board members to follow them on social media, check out their TikTok account for recent postings, and support their team's fundraising efforts.

Interim Executive Director/BOT Chair Report

Chair, Devin thanked Layan Ahmed and Victoria Pinarreta for their presentation and engagement efforts. In addition to focusing on finalizing NLC decisions. Regarding finances, the auditors are currently in the final stages of their audit. Additionally, BPA will be utilizing a new audio-visual production company for NLC, based on 2024 NLC feedback with a focus on making conference sessions and scripts interesting and engaging for attendees. Devin also expressed his appreciation to Kristina Kerns for her efforts to ensure consistent branding and styling, and the creation of a variety of professional documents, in addition to increases in sponsorship funding.

Membership & Technology Updates/China SKT Memorandum Addendum

Patrick Schultz reminded Board members that although the official membership deadline for NLC is February 15th; to date, there are 54,595 student and 2,259 advisors, totaling 56,888 members (a 14.8% increase). He anticipates reaching over 60,000 soon. Texas is currently leading all states with 14,200 members, followed by Ohio with 13,662 members, and then Oklahoma in third place with 6,938 members. High membership numbers correlate to additional students being allowed to compete in more than the standard five (5) non-judged NLC competitions (currently 8 for both Texas and Ohio, 7 for Oklahoma, and 6 for Michigan (Secondary)). There are also 160 registrations for virtual events compared to typical numbers falling between 50-60.

Regarding updates on the website RFP, Patrick has received 16 responses. These will be narrowed down to the top three (3) and those companies will be asked to reply with how they think they can help BPA stand out among CTSOs and grow globally. Patrick hopes to have a working prototype before NLC.

Patrick presented a MOU addendum to the SKT contract, which would allow them to do business as (DBA) CP21. The addendum would also allow BPA to be listed as a supporter of the World Youth Forum, and our top three (3) winners in up to five (5) competitions would be invited to attend the World Youth Forum in Hong Kong in August of 2025 for an international business competition experience. Fees are estimated to be \$2,000 per participant (not including lodging, travel, or meals); however, BPA's top three students' fees would be waived. SKT (CP21) would also like to collaborate with BPA in designing and piloting an international business competition and forum as a new opportunity. SKT (CP21) has expressed an interest in serving as an official sponsor of up to five (5) marketing competitions during the 2025 and 2026 NLCs, with representatives invited to present the awards on stage. BPA would help promote the World Youth Forum through its marketing emails, and through a dedicated slide presented during the NLC Opening Session. Additionally, SKT (CP21) will provide lodging, meals, and travel (economy) for up to two (2) staff members to participate in their national student conference sessions and competition activities, and also provide complimentary exhibit booth space. This opportunity has no fiscal responsibility for BPA. Athena Frank moved to approve the SKT (CP21) MOU Addendum as presented, the motion was seconded by Lisa Parker. Breezy Gutierrez questioned if there was any legal oversight of this contract. Patrick responded that the original MOU was reviewed by our legal team and the two-year extension was reviewed by legal counsel this summer prior to Board approval. The addendum has not been reviewed by legal representation. SKT (CP21) members do not receive corporate voting rights, and they are proposing to cover all expenses. Attending the World Youth Forum is similar to attending ACTE or other professional conferences and is important in growing the organization both domestically and internationally. Andrea Sutherland questioned if there were any taxation laws that would be affected while working abroad. This concern will be explored further. Breezy Gutierrez questioned the overall benefits of approving this activity. Patrick identified increases in direct membership revenue and internal growth, preparing students for a global work force, and engagement with international business and industry with potential for associated sponsorship increases. Global growth is a part of BPA's Strategic Plan, and this helps grow those relationships. With no further discussion, Devin called for a hand vote. With 12 in favor and 1 opposed, the motion was approved. Patrick also reminded Board members that virtual event deadlines are tomorrow and expressed appreciation for supporting the National Staff attendance at the Winter Meeting.

Committee Reports

Advocacy

Chair, Layan Ahmed shared the officer team had met yesterday to follow up on documents they are revising. They are also preparing some letter and email templates for members. These should be ready for next month, CTE Month. They are hoping to do social media promotions and push out resources to SAAC and CEAC. The officers plan to meet in March.

Audit

Chair, Breezy Gutierrez shared that the audit has not yet been completed. The committee and CFO Ric Cowles are continuing to provide documentation to answer questions from the auditors.

Finance

Chair and Treasurer, Athena Frank shared that the committee met last Friday (January 10th) to review the financial reports and Treasurer Report prior to the meeting and had no concerns. Financial statements through November are available via BoardEffect. She advised the next scheduled meeting is Friday, March 7th at 5:30 PM ET.

Policies & Procedures

Chair, Lisa Parker shared that the committee's December 17th meeting was cancelled due to a special Board meeting being called the same evening. The next scheduled meeting will be held February 18th via a Zoom link in BoardEffect.

Personnel

Chair, Andrea Sutherland shared a report that Chair, Devin Alexander read on her behalf. The Personnel Committee last met on January 6th and voted to extend the application window for BPA's Executive Director to Sunday, February 2nd at 11:59 PM ET. She reminded Board members that this was an ongoing and confidential process, and any additional discussion should take place in executive session.

Programs

Chair, Brenda Menahan shared that there were no updates to present; however, the committee is scheduled to meet next Tuesday. She will send out a reminder to committee members.

Strategic & Long-Range Planning

Chair Breezy Gutierrez shared that she and Devin are currently finalizing the selection of a firm to assist with developing the Strategic and Long-Range Plan, with the process set to begin in February.

NLC 2027 Site Update

Chair, Devin provided legal counsel's opinions regarding the NLC 2027 site contract and suggested legal review and additional language be included in all future contracts. Jonathan Smith shared an informative presentation that outlined the Gaylord Rockies Resort & Convention Center's response to concerns previously expressed by Board members in the areas of 1) judge recruitment, 2) safety and security, 3) area development, and 4) hotel expansion.

Judge Recruitment Support – the resort identified relationships with the Aurora Chamber of Commerce, Visit Aurora, the City of Aurora (a database of thousands of employees), state-level CTSO conferences that are already held on their site (FBLA and HOSA - both organizations have volunteered to share their judge list with BPA), local industry groups, and Aurora Community College. The resort has strong relationships with area hotel leadership, large scale corporations either currently existing or moving into Aurora/Denver, and at least 35 area colleges and universities in and around Denver. BPA could consider offering complimentary exhibit booth space for commitments of five (5) or more judges.

Safety and Security – the resort is on a secluded 200-acre campus with thousands of cameras and on-site security personnel. The surrounding area is mostly new development and residential homes in the \$400,000 range. Crime reports are far away from the resort area. Jonathan stated how much he appreciates Gaylord's professional response resources as not all conference hotels have them, and our student members have benefitted from this in the past. Crime statistics were reported for violent crimes: Aurora (2.9%), Dallas (4.1%), Houston (5.0%). Aurora also reported 0.4% for simple assault and 0.2% for aggravated assault crimes in a population of 395,042. For comparison, Dallas reported 1.1% and 0.4% for a population of 1,303,000 and Houston reported 2.1% and 1.5% for a population of 2,314,000.

Area Development – regarding the remote location with no activities for members, the resort has disc golf, fire pits, mini golf, a water park and pools, and nature trails that are included in the room rate. Both the Rockies Village (opening in 2027, similar to the National Harbor in Maryland) and the City Lake Town Center (opening 2026, and is walkable from the resort) will have restaurants, shopping, and activities. Tower Road Development (1.7 miles from the resort) hosts 18 hotels (2,380 rooms) and 23+ restaurants. Tours will be available throughout the Aurora and Denver area.

Hotel Expansion – they just completed a \$100 million renovation, added 700 seats at restaurants, and have 1,501 rooms on peak. A new tower expansion will add 450 rooms (1,951 rooms total) to be completed by the end of 2027. If not completed, the resort will pay for transportation of those guest rooms (approximately 1,000 attendees). A second expansion is set for 2034 with 440 guestrooms (2,501 rooms total), two exhibit halls, and 100,000+ square feet of additional event space.

Lisa Parker expressed concerns about transportation for tours and members going into Denver, as well as judge recruitment. Our judging pool in Chicago was not sufficient, and members should have at least two judges for their events. Commuting from Denver seems excessive. She also questioned if the resort could accommodate our entire group in one location, "what if" expansion is not completed before NLC

2027, and how reward points will be used to benefit the organization. Breezy Gutierrez also expressed financial concerns regarding contractual obligations. Athena Frank expressed concern about the short timeline. Breezy Gutierrez noted that the Daniel's Fund (a \$79 million organization located in the Denver area with strong ties to business) could potentially assist with judge recruitment. Denver was listed as a "City of Success" by CNBC, in addition to Nashville and Salt Lake City, due to the influx of businesses within these cities. Colorado is one of the top states that draw New Mexico students. Lisa Parker is not opposed to Denver, as this would be the closest NLC for her state to travel to from Montana but would like exploration into transportation concerns and the cost to BPA to provide shuttles to students. Jonathan explained that we typically pay for transportation for overflow hotels. Regarding rewards points, attendees get their own points, and he uses the points he receives for BPA-related travel for staff and the executive officers as points cannot be earned by a company (like Hilton does) but rather must go to an individual. Kimberly Goodman stated that FBLA and HOSA state conferences are both less than 3,000 members, and asked if the resort will hold all of our BPA members. Jonathan responded that although not all BPA members could fit into the Gaylord Rockies, over 18 overflow hotels are nearby. Lisa Parker moved for staff to collaborate with Owen Hamilton and share these concerns with the Gaylord Rockies management team to address the Board's concerns. Brenda Menahan seconded the motion. Devin called the vote with 12 in favor, none opposed, and one (1) abstention (Owen Hamilton). The motion was approved.

NCCTSO ED Rising Consideration

Chair, Devin informed Board members that the committee was meeting tomorrow. Ed Rising is seeking approval as a nationally-recognized CTSO. Breezy Gutierrez noted that New Mexico recognizes Ed Rising as a CTSO and it has already been approved by many states as it is geared toward teacher vacancies and "grow your own" initiatives. Breezy Gutierrez discussed how the Kellogg Foundation is a major sponsor. Patrick asked if they had separated from Phi Delta Kappa, to which Devin responded, not fully; they have restructured but there is still a connection.

New Business

Executive Session

The Board of Trustees and guest, Judith McKinstry, entered Executive Session at 8:20 PM ET. All other guests were dismissed at this time. Terry Carrera moved to leave Executive Session, Lisa Parker seconded the motion, the motion was adopted by unanimous consent, and the Board returned to regular session at 8:53 PM ET.

Chair, Devin read a statement from legal counsel regarding advice in endorsing candidates, which encouraged Board members to exercise great care in recognizing the candidate ideal to the organization, but to not grant additional consideration. Robert's Rules of Order does not approve of straw polls to "test the waters". Endorsements can be viewed as breaching confidentiality and labor laws. He encouraged members to not put people over the process and that his wish is to have full Board support and decision making regarding the organization's new CEO. Based on input from both a professional parliamentarian and organization's attorney, BPA's Code of Regulations and Policies and

Procedures, and Robert's Rules of Order, the Personnel Committee is working within their scope and fulfilling their charge to make the decision to extend the deadline for accepting applications for the open position. Athena Frank moved that the Ad Hoc Hiring Committee officially take charge of the reviewing, screening, vetting, and interviewing of Executive Director candidates upon closure of the application deadline from the Personnel Committee, with the Board Chair appointing the chair and members of the committee who will be tasked to follow clear guidelines and adhere to confidentiality constraints as they meet their charges and bring forth official recommendations for a Board of Trustees' vote. Terry Carrera seconded the motion. The motion was approved by unanimous consent.

Adjournment

Chair, Devin called for a no objection vote to adjourn the meeting. There were no objections, and the meeting was adjourned at 9:05 PM ET.