

## BOARD OF DIRECTORS - MINUTES

**California Association of DECA**  
Board of Directors Meeting  
December 3, 2011  
Irvine Marriott - Irvine, California

**DATES:** December 3, 2011  
**TIME:** 11:00 AM – 2:00 PM  
**PLACE:** Irvine Marriott

The following California DECA Board of Directors members participated in the meeting:

### **Board of Directors Members in Attendance**

- JoAna Sydow, Board Chair
- Mary Whited, Chair-Elect
- Tami Raaker, Secretary
- Maureen Todd, Treasurer
- Laurie Andrews
- Dennis Mifflin
- Carl Schmidt
- Mariam Shafiey

### **Board of Directors Not In Attendance**

- Kay Ferrier, State Advisor (Ex-Officio, Non Voting)

### **Staff in Attendance**

- Brycen Woodley, State Director (Staff, Non Voting)
- Ryan Underwood, Executive Director (Staff, Non Voting)

### **CALL TO ORDER**

The California DECA, Inc. Board of Directors Meeting was called to order by Board Chair, JoAna Sydow at 11:00 AM

### **APPROVAL OF MINUTES**

It was moved by Carl Schmidt and it was seconded by Mary Whited to approve the revision of minutes of the May 2011 Board Meeting. The motion passed unanimously.

It was moved by Laurie Andrews and it was seconded by Dennis Mifflin to approve the minutes of the October 2011 Meeting. The motion passed unanimously.

**DISCUSSION:**

Discussed items for follow-up

- Emerging Leaders Assessment test will be online (\$1 per test) and available by next week (2<sup>nd</sup> week of December) and administered onsite at each individual school. There is no cost to the chapters.
- Board members would like to review the State Officer Election Process and look to make enhancements. Election Process Review shall be added to the February agenda (will look at other models to compare/contrast the benefits of making some changes)
- DECA Prize (“Shark Tank”) Competition (investment into DECA student businesses) on hold due to financial concerns
- California DECA will recognize Team Decision Making Events for test and presentation, as we do for the Principles Events & Individual Series Events

**FINANCIAL REPORTS**

The Board reviewed the current financial reports.

**DISCUSSION:**

- The Board discussed the Chapter Grants Trust Account line item in the Balance Sheet. This amount is for unclaimed grant funding money from chapters that qualified and then the chapter did not renew their DECA charter. This funding is still available if those chapters re-start their programs. If those chapters do not re-start in the near future, the Board will need to discuss along with CDE how those funds can be reapportioned. For now it is held by California DECA in trust with designation to those specific schools.
- The Board briefed on the Allowance for Future expenses process. Since CDE notified us of the reduction in funding for this operating year, we were able to carry forward previous year’s profits as a reserve in the Allowance for Future Expenses category to help defray this shortfall.
- The Board discussed potential risks to the budget including further cuts to AB8 operating funds, SB70 funds, and the potential impact of the pending litigation and legislation regarding student activity charges that the state, county, and local school districts are still wrestling with to define and determine the extent of impact to CTSOs and organizations like DECA.

**MANAGEMENT TEAM REPORT**

The Board reviewed:

- a. Membership Campaign Update
- b. Status of CDE Contract
- c. SB70 Contract Status
- d. WRLC 2011 Recap

**DISCUSSION:**

- Concerns about DECA Membership Campaign being too aggressive, particularly for larger chapters.
- Board may wish to reconsider SB70 benchmarks to be more reasonable; Focus may shift to growing new chapters instead of just membership growth in existing chapters.
- Requested visibility on New Chapter Development staff duties
- Requested additional promotional material such as chapter signs, additional post cards, etc
- Discussed allowable SB70 Expenses that Kay Ferrier shared. Staff will provide a list a list and process and distribute to chapters allowing them to allocate funds according to allowable options. An order process for chapters is requested so they can order things such as competitive event materials, chapter blazers, promotional materials, etc.
- WRLC Recap, Next year will be in Seattle and then Phoenix. DECA wants to come back to California probably in the third year. It was suggested that we try and get back in the LA area so we can benefit from Universal Studios, fashion, international business, sports/hospitality, etc. program partnership options.
- National DECA and Western Region DECA have worked out an agreement where the Summer Officer Training Conference will rotate back in forth between Washington, DC and a Western-based city. The program, finances, and registration will be operated and promoted in partnership with National DECA and Western Region DECA. California is the first state to begin the new program rotation. WROTC/Summer Officer Training Camp will be held July 31<sup>st</sup> – August 2<sup>nd</sup> in LA area (likely at the Sheraton near LA LIVE).

**BOARD ACTION ITEMS**

1. ICDC Social Activity
2. Management Agreement Review & Approval
3. 2011-2012 Budget Review & Approval
4. Annual Financial Review/Audit
5. Inquiry about student booth at Nor Cal
6. DECA University - preliminary discussion for 2012
7. Nor Cal - So Cal LDC's & WRLC - future events
8. Nor Cal CDC Location/Format - future events
9. Bank Account Signers

**DISCUSSION:**

1. ICDC Social Activity  
**Discussion:** It was discussed that the State Meeting/Picture would be before opening session, concert on Sunday, State reception on Tuesday.

There will be no specific CA Social Activity at ICDC because it is felt that there is something available every night. We are staying at the Hilton Salt Lake Airport. Brycen will look into VIP seating logistics. Dennis mentioned Sweet Candy Factory tours were available

## 2. Management Agreement Review & Approval

**Discussion:** The committee of Dennis Mifflin and Laurie Andrews reviewed the annual management agreement per CDE recommendation with TRI prior to the meeting. It was communicated to our managers that we are very pleased with their services, however, the Board is being directed by CDE to increase its oversight and modify/modernize some of its practices. We will continue to evolve this over the coming meetings.

As for the management agreement, TRI agreed to the request to change the venue for legal jurisdiction interpretation from Oregon to California. During the full Board review it was further requested that the venue for arbitration also be changed to a mutually agreed upon California-based service.

The Board also clarified that while it has always been the practice of the staff to support the Board's operation and governance that the contract needed to be changed to more accurately reflect the "assistance" role rather than potentially looking as though staff were managing the board. TRI agreed to these statement changes as well.

**Decision:**

Carl Schmidt moved and it was seconded to approve the 2011-12 Management Agreement with TRI Leadership Resources as amended. The motion passed unanimously.

## 3. 2011-2012 Budget Review & Approval

**Decision:**

The 2011-2012 Budget was reviewed by the Board. It was moved by Laurie Andrews and seconded that we approve the 2011-2012 budget. The motion passed unanimously.

## 4. Annual Financial Review/Audit

Management and CDE have requested that the Board do an annual financial review/audit. The Board discussed creating an Audit Committee to implement.

**Decision:**

It was moved by Carl Schmidt and seconded to appoint an Audit Committee and to approve recommended board members to serve on an audit committee. The motion passed unanimously.

Carl Schmidt and it was seconded to have the Board Chair appoint two members, Dennis Mifflin and Mariam Shafiey along with Kay Ferrier to serve on this audit committee. The motion passed unanimously.

5. Inquiry about student booth at Nor Cal

The Board discussed and decided on an official policy that state conferences and/or media is not an appropriate place for independent student (project) promotion for competition purposes.

**Decision:** It was moved by Mariam Shafiey and seconded to not allow independent student promotional activities/booth at the State conference. The motion passed unanimously.

6. DECA University - preliminary discussion for 2012

**Discussion:** The Board reviewed the DECA University chapter officer training program. The consensus was that the it is a valuable event, well liked, and that the model and format should be kept the same.

7. Future DECA Events: Nor Cal and So Cal Leadership Development Conferences and Western Region Leadership Conference

**Discussion:** The Board agreed that FIDM continues to be a great place for the SoCal LDC. The Board agreed that the San Ramon Marriott was suitable for now.

8. Nor Cal CDC Location/Format

**Discussion:** Nor Cal CDC is in a two year contract with San Ramon Marriott but may exceed the capacity that they can accommodate. We will need to explore immediate options for this year if registration surpasses our capacity. Brycen also suggested that perhaps we look at seeing if we can get out of the second year of the contract for Nor Cal CDC by extending our contract for Nor Cal LDC (to remain there for an additional year or two). Also, we discussed the possibility of rotating State from So Cal to Nor Cal. RFP will be developed for possible new locations for future CDC's.

9. Bank Account Signers

**Discussion:** Board review account signers and process to add a authorized signer to our accounts. The Board agreed that we do not see a need to change the existing authorized signers of Laurie Andrews, Maureen Todd, Rhonda Bohall, and Brycen Woodley at this time.

#### 10. Next Board Meeting

- A. Add agenda item to the next meeting to discuss Board Policy on Advisor/Chapter Conduct and possible Conduct Committee
- B. Add agenda item to discuss results from audit committee research for board review
- C. Board would also like to look at the Strategic Indicators from our 2008 Strategic Planning Session at the next meeting to establish a performance metric that could to be used to evaluate the Management Team more objectively.

#### **ADDITIONAL INFORMATION**

- Ryan is serving on task force from ACTE. He is requesting feedback from us on recent emails regarding School Reform and CTE/CTSOs. It's important that DECA continue to have a presence in these settings.
- DECA Protégé Events will be added to SCDC. It was discussed that a certificate should be provided for additional incentive to participate. Events to be offered include Nonprofit/Association Management, Event Planning, Insurance, Finance/Investing, and Real Estate.
- iPhone App version 1.0 was completed and submitted to the App Store. The initial app design was not approved as Apple has tightened its app policies to require more integration of phone features rather than simply an aggregator.
- California DECA & Minnesota DECA went back to DECA for the Branding Competition Award
- No defined date to switch to new blazers/folios

#### **MEETING ADJOURNED**

The meeting was adjourned at 2:00 p.m. by Board Chair Jo Ana Sydow.

Respectfully Submitted,

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Tami Raaker, Board Secretary  
December 6, 2012