

APPROVED

KIPP Memphis Public Schools

Minutes

Governance Committee Meeting

Date and Time

Tuesday September 12, 2023 at 4:00 PM

Committee Members Present

D. Hopson (remote), D. Lyles-Wallace (remote), M. Davis (remote), R. Crutcher (remote)

Committee Members Absent

P. Alvarez, S. Isabell

Guests Present

A. Burt (remote), G. Williams (remote), J. Ward-Gill (remote)

I. Opening Items

A. Record Attendance

B. Call the Meeting to Order

D. Hopson called a meeting of the Governance Committee of KIPP Memphis Public Schools to order on Tuesday Sep 12, 2023 at 4:06 PM.

C. Approve Minutes

D. Lyles-Wallace made a motion to approve the minutes from Governance Committee Meeting on 05-09-23.

R. Crutcher seconded the motion.

The committee **VOTED** unanimously to approve the motion.

II. Governance Committee Actions

A. Board By-Law Change

Current Language:

Section 3.8. Special Meetings of the Board of Directors. The Board of Directors may hold special meetings in or out of the State of Tennessee, and such meetings may be called by the President, any two (2) Directors or the sole Member. The Board shall permit any or all of the Directors to participate in a special meeting by, or conduct the meeting through the use of, any means of communication by which all of the Directors participating can simultaneously hear each other during the meeting. A Director participating in a meeting by this means shall be deemed to be present in person at the meeting.

Proposed Language:

Section 3.8. Special Meetings of the Board of Directors. The Board of Directors may hold special meetings in or out of the State of Tennessee, and such meetings may be called by the President, any two (2) Directors or the sole Member.

NEW! Section 3.9. Electronic Participation in a Regular or Special Board Meeting.

The Board of Directors shall permit one or more Director(s) to participate in a regular or special meeting by, or conduct the meeting through the use of, **teleconference, videoconference, or any electronic or other** means of communication by which all of the Directors participating in the meeting must be capable of simultaneously hearing and speaking to each other during the meeting. **A Director participating in a meeting by this means shall be deemed to be present in person at the meeting for the purpose of voting, but not for the purpose of establishing a quorum.** Any Director participating by electronic means shall identify the persons present in the location from which the Director is participating. Any Director not physically present at a meeting shall be provided, before the meeting, with any documents that will be discussed at the meeting, with substantially the same content as those documents actually presented.

R. Crutcher made a motion to approve Electronic Participation in a Regular or Special Board Meeting.

D. Lyles-Wallace seconded the motion.

The committee **VOTED** unanimously to approve the motion.

B. Procurement Policy

Current Language:

Micro-purchase – level 2 (greater than \$500 ≤ \$1,500): A purchase order is required and must be approved by the school leader (if applicable) or the SST department director.

Proposed Language:

Micro-purchase – level 2 (greater than \$500 ≤ \$5,000): A purchase order is required and must be approved by the school leader (if applicable) or the SST department director.

R. Crutcher made a motion to to approve Micro-purchase – level 2 (greater than \$500 ≤ \$5,000): A purchase order is required and must be approved by the school leader (if applicable) or the SST department director.

D. Lyles-Wallace seconded the motion.

The committee **VOTED** unanimously to approve the motion.

C. Procurement Policy

Current Language:

Small Purchase (greater than \$1,500 < \$25,000): A minimum of 3 quotes and a purchase order are required (a contract is required, if applicable). If a purchase is greater than \$1,500, but less than \$25,000, a minimum of 3 competitive quotes is required, whenever possible. A minimum of 3 quotes is required for all purchases made with federal funds regardless of the amount . Once a quote is selected a purchase order must be created and approved by the school leader (if applicable) and the SST department chief. Prior to payment being processed or recorded an invoice or itemized receipt must be obtained.

Proposed Language:

Small Purchase (greater than \$5,000 < \$25,000): A minimum of 3 quotes and a purchase order are required (a contract is required, if applicable). If a purchase is greater than \$5,000, but less than \$25,000, a minimum of 3 competitive quotes is required, whenever possible. A minimum of 3 quotes is required for all purchases made with federal funds regardless of the amount . Once a quote is selected a purchase order must be created and approved by the school leader (if applicable) and the SST department chief. Prior to payment being processed or recorded an invoice or itemized receipt must be obtained.

R. Crutcher made a motion to approve a minimum of 3 quotes and a purchase order are required (a contract is required, if applicable).

D. Lyles-Wallace seconded the motion.

The committee **VOTED** unanimously to approve the motion.

D. Procurement Policy

New Language:

Financial Transactions Exempted from the Purchase Order Process: Financial transactions that do not require purchase orders must be included on the Purchase Order Exemption List approved by the Chief Executive Officer.

R. Crutcher made a motion to approve financial transactions that do not require purchase orders must be included on the Purchase Order Exemption List approved by the Chief Executive Officer.

D. Lyles-Wallace seconded the motion.

The committee **VOTED** unanimously to approve the motion.

E. Procurement Policy

New Language:

Construction Contract No Cost Extension: It is recommended that the KIPP Memphis Board of Directors approves contract language to allow automatic no-cost contract extensions arising from unforeseen components that may affect a project completion date such as weather, supply chain delays, or public health concern. The automatic no-cost contract extension will allow KIPP Memphis' staff to approve construction contractor extensions for project completion for up to ninety (90) days. Any final project completion date over ninety days of the initial completion date indicated in the contract shall be submitted for approval to the KIPP Memphis Board of Directors.

R. Crutcher made a motion to approve recommendation that the KIPP Memphis Board of Directors approves contract language to allow automatic no-cost contract extensions arising from unforeseen components that may affect a project completion date such as weather, supply chain delays, or public health concern.

D. Lyles-Wallace seconded the motion.

The committee **VOTED** unanimously to approve the motion.

III. Governance Updates

A. Board Member Resignation

Thank Talia Palacio for her 1.5 years of service on the Board of Directors for KIPP Memphis Public Schools. She submitted her resignation effective August 27, 2023.

B. Annual Conflict of Interest Form

- The Annual Conflict of Interest form will be shared at the September 21, 2023 Board of Directors meeting for all board members to complete.
- Deadline for completion: October 6, 2023.

C. Upcoming Meetings and Events

September 21: Board of Directors Meeting

September 29: KIPP Memphis Board of Directors Retreat

October 4: KIPP STEM Lab Ribbon Cutting Ceremony

IV. Closing Items

A. Adjourn Meeting

There being no further business to be transacted, and upon motion duly made, seconded and approved, the meeting was adjourned at 4:33 PM.

Respectfully Submitted,
J. Ward-Gill