APPROVED

KIPP Memphis Public Schools

Minutes

Board of Directors Meeting

Date and Time
Thursday September 21, 2023 at 4:00 PM

Directors Present
A. Anderson, C. Green, D. Lyles-Wallace, H. Coleman, J. Neal, L. Johnson III, L. Sweet, M. Davis, R. Crutcher (remote), S. Isabell

Directors Absent
D. Hopson

Guests Present
A. Burt, A. Carr, G. Phillips, G. Williams, J. Ward-Gill, L. Brooks, L. Tate, T. Brittmon, T. Todd

I. Opening Items

A. Record Attendance

B. Call the Meeting to Order

J. Ward-Gill called a meeting of the board of directors of KIPP Memphis Public Schools to order on Thursday Sep 21, 2023 at 4:05 PM.

C. Approve Minutes

L. Sweet made a motion to approve the minutes from Board of Directors Meeting on 06-08-23.
D. Lyles-Wallace seconded the motion.
The board **VOTED** unanimously to approve the motion.

D. Public Comments

There were not any Public Comments.

II. Committee Reports

A. Finance Committee Report

Finance Committee Chair Dr. L. Johnson gave an overview of the following:

- **June 2023 Financial Update**
  - FY 2023 Actual Cash at June 30, 2023: 43 Days Cash on Hand
  - FY 2024 Actual Cash projection at June 2024: 51 Days Projected
- **2022 - 2023 Audit Update**
  - 2022-2023 Financial Books closed
  - Audit timeline - On track to receive audit report prior to December 31st
- **Actions Voted on & Approved by Finance Committee**
  - Barnes and Brower Contract Extension – Henry Campus Windows Replacement Project
  - KIPP Memphis Academy Middle (KMAM) Bank Account Closure
  - Procurement Policy Updates:
    - Increase micro-purchase level 2 from $1,500 to $5,000
    - Increase small purchase minimum (requiring 3 quotes) from $1,500 to $5,000
    - Purchase order exemption list
    - Construction Contract No-cost Extension (90 days)
- **Enrollment Update and overview for 2023-24 all Schools**
  - Budget, Enrollment - August 30, 2023 and Variance (Budget vs. Actual)

B. Academic Excellence Committee Report

Chief Brooks gave an overview of the following:

- Academic data (historical and YTD), Advanced Academic Updates and Strategic Priorities Updates
  - TN Ready 2022-2023
    - KIPP Memphis ELA, Math, Science and Social Studies Performance
  - TVAAS Results for all schools (State Measure Academic Growth)
  - 2023 - 24 Academic Goals (based on last years performance)
- KIPP Forward Class of 2023 exceeded set goals for matriculation

C. Operations / Facilities Committee Report

Chief Phillips gave and overview and update on the following:
Summer Projects:

- Henry Campus Window Replacement and Masonry Repair
- Howell Campus Window Replacements

Important Operations and Facilities Bids/Request for Proposals:

Vendor Selection:

- **Universal Security**- Starting 08/28/2023 Universal Security began providing security services for the 23/24 school year, by way of contract piggyback with MSCS
- **GoToMeeting**- Effective August 18, 2023 Zoom Accounts have been phased out in place of GoToMeeting, the current provider of phone services.

D. Governance Committee Report

G. Williams discussed and gave an overview of the following:

- Board Member Resignation: Talia Palacio and Penny Alvarez
- Board Annual Conflict of Interest document deadline for completion is October 6, 2023
- Actions Voted on & Approved:
  - Proposed Electronic Participation By-law Addition (for voting purposes, not quorum)
  - Procurement Policy Updates
    - Increase micro-purchase level 2 from $1,500 to $5,000
    - Increase small purchase minimum (requiring 3 quotes) from $1,500 to $5,000
    - Purchase order exemption list
    - Construction Contract No-cost Extension (90 days)

III. Chief Executive Officer

A. CEO Dr. Burt discussed and gave an overview of the following:

- **TCAP:** Celebrate the outstanding dedication and expertise of the teachers whose scholars achieved the highest TCAP scores.
  - Marissa Payne - Exceptional performance in Science; Malorie Tuggers - math; KMCE leadership team for their work in ELA instruction; Vernold Posey - Social Studies
- **Stride Cohort:** Congratulation to Ms. Kiara Norris of KMCM and Ms. Sarah Smith of KMCE for being accepted into the 23-24 Stride Cohort.
- **College & Career Fair:** KIPP Forward team deserves recognition for their remarkable efforts in organizing a college and career fair that attracted participation from numerous organizations and higher institutions.
- **Academic Support Updates:**
  - **Tutoring:** There are 33 KMCE current 4th graders who are involved in High Dosage/Low Ratio tutoring as part of the Third Grade Commitment.

- **Jane Ross:** Jane Ross ACT Workshops for 12th graders took place on Friday, September 15th (Legacy Workshop) and Friday, September 29th (Advanced Workshop).

- **Culture Committee**
  - KIPP Memphis has taken a proactive approach to foster a collaborative school culture by establishing a dedicated Culture Committee.
- **Board Communication**
  - School and SST calendars will be shared each month with the board. Calendar invites will also be shared with the Board for Special Events.
- **Board of Directors Birthdays:** Happy Birthday to Desiree Lyles-Wallace,Alfred Harris, Holly Coleman, Mikara Davis and Dr. Laritha Sweet

IV. Board Chair Report

A. Board Chair Davis gave an overview of the following:

- September Board Retreat: September 29, 2023
- Next Board of Directors Meeting: December 7, 2023

V. Request for Action to Vote

A. KIPP Memphis Academy Middle Bank Account Closure

L. Johnson III made a motion to approve the recommendation to close the KIPP Memphis Academy Middle (KMAM) bank account and transfer any remaining funds to KIPP Memphis Collegiate Middle upon completion of all financial transactions for KMAM.
C. Green seconded the motion.
The board **VOTED** unanimously to approve the motion.

B. Procurement Policy: Micro-purchase level 2 increase

L. Johnson III made a motion to approve the policy change that a purchase order is required and must be approved by the school leader (if applicable) or the SST department director for Micro-purchase – level 2 (greater than $500 ≤ $5,000).
C. Green seconded the motion.
The board **VOTED** unanimously to approve the motion.

C. Procurement Policy: Small Purchase minimum increase

L. Johnson III made a motion to approve the policy change for a minimum of 3 quotes and a purchase order is 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 for Small Purchase (greater than $5,000 <$25,000.
C. Green seconded the motion.
The board **VOTED** unanimously to approve the motion.

D.

Procurement Policy: Purchase Order Exemption List

L. Johnson III made a motion to approve the new policy language for financial transactions that do not require purchase orders must be included on the Purchase Order Exemption List approved by the Chief Executive Officer.
C. Green seconded the motion.
The board **VOTED** unanimously to approve the motion.

E. Procurement Policy - Construction Contract No-Cost Extension

L. Johnson III made a motion to approve the policy language that 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.
C. Green seconded the motion.
The board **VOTED** unanimously to approve the motion.

F. Board By-law Change (Electronic Participation)

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.
L. Johnson III made a motion to approve electronic participation in a regular or Special Board 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.
C. Green seconded the motion.
The board **VOTED** unanimously to approve the motion.

VI. 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 5:51 PM.

Respectfully Submitted,
J. Ward-Gill