APPROVED

KIPP Memphis Public Schools

Minutes

Board of Directors Meeting

Date and Time
Thursday December 7, 2023 at 4:00 PM

Location
Non-board members and non-staff are welcomed to attend this public meeting and are asked to pre-register to receive the meeting location details: KMPS Board Meeting Registration

Directors Present
A. Anderson, C. Green, D. Hopson, D. Lyles-Wallace, J. Neal, L. Johnson III, L. Sweet, M. Davis, S. Isabell

Directors Absent
H. Coleman, R. Crutcher

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

I. Opening Items

A. Call the Meeting to Order

M. Davis called a meeting of the board of directors of KIPP Memphis Public Schools to order on Thursday Dec 7, 2023 at 4:08 PM.

B. Record Attendance

C. Agenda and Materials Review

The committee reviewed the agenda and materials for the meeting.

D. Approve Minutes

S. Isabell made a motion to approve the minutes from Board of Directors Meeting on 09-21-23.
L. Johnson III seconded the motion.

The board **VOTED** to approve the motion.

II. Public Comments

A. The floor opened up for public comments.

There were no public comments.

III. Committee Reports

A. Finance

Finance Committee Chair Johnson gave update and an overview of items that were covered in the November 8, 2023 Finance Committee Meeting along with a description of the Finance related items in the Request for Action section.

B. Academic Excellence

Academic Committee Chair, C. Green, gave an update and overview of the items that were covered in the November 20, 2023 Academic Excellence Committee meeting.

C. Facilities

Chief Operations Officer, G. Phillips, gave an overview and update of the items that were covered in the November 15, 2023 Operations/Facilities Committee Meeting

Question:
Board Member Green: How do you define chronic absenteeism?
COO, G. Phillips: Chronic absenteeism is defined as students missing 10% of available instructions days.

D. Governance

Governance Committee Chair, D. Hopson, shared details with the Board of Directors about the bylaw changes that are noted in the Request for Action section that were covered in the November 14, 2023 Governance Committee Meeting. G. Williams, Managing Director of Communications, shared a summary of the other items related to board transition, board recruitment, and board orientation that were shared in the November Governance Committee Meeting.

IV. Chief Executive Officer's Report

A. Strategic Priorities Updates

Chief Executive Officer, Dr. Antonio Burt shared updates on KIPP Memphis Public Schools strategic priorities. He and Board Chair, Mikara Davis, recognized Sabrina Isabell for her four years of service as a KIPP Memphis Board of Director and presented

a plaque and certificate of appreciation. Dr. Burt also thanked the rest of the board for their dedication, time, service, and expertise.

V. Board Chair's Report

A. Board Chair Comments

- Thank you to the Executive Team from the KIPP Memphis Board of Directors.
- Next Board Meeting is February 22, 2024

VI. Requests for Action [VOTE]

A. Emergency Contract - Proximity Learning

C. Green made a motion to approve Emergency Contract - Proximity Learning.
L. Sweet seconded the motion.
Emergency contract for virtual, certified teachers at KIPP Memphis Collegiate High.
The board **VOTED** to approve the motion.

B. 2023-24 Adjusted Budget

C. Green made a motion to approve 2023-24 Adjusted Budget.
L. Sweet seconded the motion.
The board **VOTED** to approve the motion.

C. Truist Certificates of Deposit

It is recommended that KIPP Memphis Public Schools Board of Directors approves the sell of the 2 Truist CDs that were approved by the Finance Committee on November 8, 2023 and transfer the funds to a Truist collateralized bank account pending further research and review to ensure all the funds are fully insured at the most advantageous interest rate. It is recommended the Finance Committee Chair and the Board Chair provide email approval to proceed upon review and approval of the investment option(s).

C. Green made a motion to approve the sell of 2 Truist CDs that were approved by the KIPP Finance Committee on November 8, 2023 and transfer the funds to a Truist collateralized bank account pending further research and review to ensure all the funds are fully insured at the most advantageous interest rate.
L. Sweet seconded the motion.
The board **VOTED** to approve the motion.

D. Board Bylaw Update - 3.10 Notice of Meetings of the Board

Proposed Language:
Section 3.10. Notice of Meetings of the Board. The Board of Directors shall provide adequate notice of the date, time and place of all regular meetings of the Board of

Directors, whether or not previously scheduled by statute, ordinance, or resolution, and all information providing notice of all meetings will be kept current on the Organization's website. Special meetings of the Board of Directors shall be preceded by at least two (2) days' notice to each Director of the date, time and place of the meeting and posted on the Organization's website. The notice need not include a copy of the regular meeting agenda or describe the purpose of the special meeting. Notice of an adjourned meeting need not be given if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken and if the period of adjournment does not exceed one (1) month in any one (1) adjournment, but must be posted on the Organization's website. The notice provisions of this Section 3.10 are in addition to, and not in substitution of, any other notice required by law.

C. Green made a motion to approve 3.10 Notice of Meetings of the Board.
L. Sweet seconded the motion.
The board **VOTED** to approve the motion.

E. Board Bylaw Update - 3.11 Action Without Meeting

Proposed Language:
Section 3.11. Action Without Meeting. Action required or permitted to be taken by the laws of the State of Tennessee at a meeting of the Board of Directors may only be taken in a meeting open to the public, in compliance with the Tennessee Open Meetings Act requiring all public business to be transacted in public, with all "aye" and "nay" votes expressed vocally by the Board of Directors present. Any action taken in the absence of an open meeting shall be void and of no effect.

C. Green made a motion to Approve 3.11 Action Without Meeting.
L. Sweet seconded the motion.
The board **VOTED** to approve the motion.

F. Board Bylaw Addition - 3.14 Executive Session

Proposed Language:
Section 3.14. Executive Session. The Board of Directors may conduct executive sessions in private. The Executive sessions apply only to meetings between the Board of Directors and its attorney that meet the following criteria: (1) The session must concern litigation that has already been filed or that is likely to be filed and to which the Organization or the Board is or will be a party, and (2) the Executive session must be limited to discussions between the attorney and Directors regarding the Board's and the Organization's legal options, and no discussions between the Board of Directors as to what action should be taken can take place. Any actions must take place in a regular or special meeting of the Board of Directors.

C. Green made a motion to Approve 3.14 Executive Session.
L. Sweet seconded the motion.
The board **VOTED** to approve the motion.

VII. 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