APPROVED

KIPP Memphis Public Schools

Minutes

Board of Directors Meeting

Date and Time
Thursday February 22, 2024 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 (remote), C. Green, D. Hopson (remote), D. Lyles-Wallace, H. Coleman, J. Neal, L. Johnson III (remote), L. Sweet, M. Davis, R. Crutcher (remote)

Directors Absent
None

Directors who arrived after the meeting opened
A. Anderson

Guests Present
A. Burt, A. Carr, G. Phillips, G. Williams, J. Belcher (remote), J. Ward-Gill, L. Brooks, L. Tate

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 Feb 22, 2024 at 4:06 PM.

B. Roll Call

C. Agenda and Materials Review

The Board reviewed the Board Packet with no changes.

D. Approval of Minutes

L. Sweet made a motion to approve the minutes from Board of Directors Meeting on 12-07-23.
D. Hopson seconded the motion.
The board **VOTED** unanimously to approve the motion.

II. Public Comments

A. Board Chair Davis asked if there were any Public Comments.

There were not any public comments.

III. Committee Reports

A. Academic Excellence

Academic Committee Chair Green gave an update and review of the following:

- Reminded the board to keep in front of them the Academic Goals and Per School 20 Day Attendance Periods 1 - 5 report.

Strategic Priority 1 Update - Rigorous Instruction For All

- ELA - both KMCE and KMCM, Math - both KMCE and KMCH and Science-all schools have increased from Benchmark 1 to Benchmark 2 and are **exceeding On Track & Mastery goals.**

Strategic Priority 2 Update - College & Career Readiness

- Strategies to boost ACT scores and PSAT on how to get the students ready for those assessments for when they move into the high school.
- With the partnership with the Boys & Girls Club, 51 students are now OSHA certified.
- 15 KMPS High School students have scored a 31 or better on the ASVAB assessment qualifying them to enlist in the military is they choose

Strategic Priority 5 Update - Organizational Coherence

- Reviewed and discussed the Teacher Intent to Return process and retention goal.

B. Finance

Finance Committee Chair Dr. Johnson gave an overview and update on the following:
Financial Update & Enrollment:

- Overview of the 2023-2024 KIPP Memphis Adjusted Budget vs Actual. KMPS is on track to end the year within the adjusted budget.
- Update on 2023-2024 enrollment trend by school.

- 48 days cash on hand projected for June 2024

Committee Actions:

- The committee approved the recommendation to approve the contract amendment with Wagner General Contractors for the Howell Campus 16 window addition and increase the amount of the contract not to exceed $500,000 with a completion date of July 31, 2024.
- The committee approved the recommendation to transfer 100% of funds currently on deposit with Truist Bank to a 24-month Certificate of Deposit (DC) with First Horizon Bank.

KIPP Memphis Public Schools Clean Audit:

- The financial statement audit opinion was unmodified. There were no significant deficiencies, no material weaknesses and no single audit findings.

C. Governance

Regional Director of Communication G. Williams gave an update and overview of the following:
Board Member Terms - Bylaw 3.2:

- A change to section 3.2 Number, Tenure and Qualifications of the KMPS bylaws approved by the board during the June 9, 2022 board meeting, but not changed in the bylaws document. It is now updated with the language approved June 9, 2022.

Committee Actions:

- The committee voted to approve the recommendation to approve a second board term (2 years) for Alfred Anderson, Dorsey Hopson, and Desiree Lyles Wallace.
- The committee voted to approve the recommended update to Bylaw 3.13 Voting & Quorum (major changes are that **board members must be physically present to be counted toward quorum** and all votes must be expressed verbally during open public meetings; no secret votes, secret ballots are allowed.)

D. Operations/Facilities

Chief Operations Officer Chief Phillips gave an overview and update on the following:
Enrollment & Recruitment:

- Schools have a deadline of March 18th to complete student re-enrollment for the 2024-25 school year
- Recruitment teams have a number of recruitment activities scheduled
- Marketing efforts include Social Media paid Lead Generation advertisements, digital ads and more.

Facilities Updates:

- The HVAC projects for Henry and Howell, which involve the upgrading of controls on those systems in order to have better control and execution of the HVAC and maintain a good environment, are underway with expected completion by March 29, 2024.

IV. Chief Executive Officer's Report

A. CEO Dr. Antonio Burt

CEO Dr. Burt gave and update and discussed the following:
Strategic Priority Updates:

- Three schools - KMCE, KMCM and KMAM all made reward school status out of 34 schools with MSCS (16 of the schools were Charter).
- Overview of the Strategic Priority Updates which includes (1) Rigorous Instruction for all, (2) College & Career Readiness, (3) Affirming School Culture, (4) Engaged Families and Community and (5) Organizational Coherence.
- Inaugural Benefit - Kicks with KIPP Memphis, March 7, 2024 at Varsity Spirit. The purpose of the benefit and fundraising efforts over the next few years is to cover the full renovation of the Howell Campus gymnasium and support KIPP Forward programming.
- Thanked Board Chair Davis on her insight of sponsoring a KIPP senior. The KIPP Memphis Executive Team sponsored Brittany Perry's High School Senior Dues on behalf of the Board in honor of Board Appreciation Week.
- Recognized Board Member Cheryl Green who served as Academic Chair for her commitment, time and dedication and service as a Board Member to KIPP Memphis Public Schools. This will be Board Member Green's last meeting. She served a full two-year term.

A. Anderson arrived at 4:43 PM.

V. Board Chair's Report

A. KMPS Board Chair, Mikara Davis

Board Chair Davis thanked the Executive team for the work they have done to make the 3 reward schools. The Principals should be honored at the next board meeting.

Thank you to Dr. Burt on a job well done with KMPS.

Next Board Meeting is April 18, 2024

VI. Requests for Action

A.

Bylaw 3.13 Quorum & Voting

Section 3.13. Quorum and Voting. Except as otherwise provided by the laws of the State of Tennessee, the Charter or these Bylaws, a quorum of a Board of Directors consists of a majority of the Directors in office immediately before a meeting begins, which majority number must be physically present at the location set out in the notice of the meeting of the Board of Directors. When a quorum is once present to organize a meeting, a meeting may be later adjourned despite the absence of a quorum caused by the subsequent withdrawal of any of those Directors present. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present is the act of the Board unless the laws of the State of Tennessee, the Charter or Bylaws require the vote of a greater number of Directors. All votes of any such governmental body shall be by public vote or public ballot or public roll call. No secret votes, secret ballots, or secret roll calls shall be allowed. The public vote required by Tennessee's Open Meetings Act means a vote in which the "aye" faction vocally expresses its will in unison and in which the "nay" faction, subsequently, vocally expresses its will in unison during the open meeting. At any time during a meeting a quorum is not present, and has not been adjourned, the Board shall not transact business, including no deliberations of any business.

D. Hopson made a motion to approve the Bylaw 3.13 Quorum and Voting change - board members must be physically present to count toward the quorum and all votes must be verbal and take place during a public board meeting.
L. Sweet seconded the motion.
The board **VOTED** unanimously to approve the motion.

B. Board Member Term Renewals

L. Sweet made a motion to approve Board term renewals for three board members whose first two (2) year term expired February 1, 2024: Alfred Anderson, Dorsey Hopson, and Desiree Lyles Wallace effective February 1, 2024 through February 1, 2026.
C. Green seconded the motion.
The board **VOTED** to approve the motion.

C. Finance updated transfer of funds and account closure approval.

D. Hopson made a motion to approve closure of the Truist bank account and the transfer of funds currently on deposit with Truist Bank to a 24-month Certificate of Deposit (CD) with First Horizon Bank (3.75% interest rate) and any residual funds to the First Horizon Money Market account.
R. Crutcher seconded the motion.
The board **VOTED** unanimously 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 5:26 PM.

Respectfully Submitted,
J. Ward-Gill

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*A closed session will take place immediately following the business meeting. A separate agenda was shared.