

# KIPP Memphis Public Schools

## Minutes

### Governance Committee Meeting

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#### Date and Time

Tuesday November 14, 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](#)

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#### Committee Members Present

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

#### Committee Members Absent

D. Hopson

#### Guests Present

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

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### I. Opening Items

#### A. Record Attendance

#### B. Call the Meeting to Order

R. Crutcher called a meeting of the Governance Committee of KIPP Memphis Public Schools to order on Tuesday Nov 14, 2023 at 4:05 PM.

#### C. Approve Minutes

R. Crutcher made a motion to approve the minutes from Governance Committee Meeting on 09-12-23.

M. Davis seconded the motion.

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

### II. Governance Committee Actions

#### A.

### Board Bylaw Update - 3.10

#### Current Language:

Section 3.10. Notice of Meetings of the Board. Regular meetings of the Board of Directors shall be held without notice. 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. The notice need not 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.

#### 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.**

R. Crutcher made a motion to approve the proposed language " Notice of Meetings of the Board".

M. Davis seconded the motion.

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

### B. Board Bylaw Update - 3.11

#### Current 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 be taken without a meeting. If all the Directors consent to taking such action without a meeting, the affirmative vote of all of the Directors shall be the act of the Board. The action must be evidenced by one (1) or more written consents describing the action taken, signed by each Director in one (1) or more counterparts, indicating each signing Director's vote or abstention on the action, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section shall be effective when the last Director signs the consent, unless the consent specifies a different effective date. A consent signed under the section shall have the effect of a meeting vote and may be described as such in any document.

**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.**

R. Crutcher made a motion to approve Action Without Meeting.

M. Davis seconded the motion.

CEO Burt commented to rename the Execution Session for the Committees/Board Meetings that are being held after each meeting. A suggestion would be **Board Member Debrief**.

Board Chair Davis suggested renaming the meeting **Closed Session**.

No permanent name for the now Executive Session was decided.

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

**C. Board Bylaw Addition - 3.14**

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.**

R. Crutcher made a motion to approve Executive Session.

M. Davis seconded the motion.

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

**III. Governance Committee Updates**

**A. Board Member Transition & Renewals**

G. Williams gave an update and overview of the upcoming Board Term Renewals that will require actions in 2024.

**B. Board Member Transition & Recruitment Plan**

G. Williams gave an update and overview of the transition and recruitment plan.

- Finalize board recruitment for the 2024-26 term (bring to a vote during the May 14, 2024 Governance Committee and June 2024 Board of Directors Meeting) - **May 1, 2024**
- Host Board Member Orientation - **June 15 - July 30, 2024**

### **C. Board Member Orientation Handbook Plan**

G. Williams and the board will review the current board member handbook to update areas of need.

- Review current handbook for accuracy and compare to others for best practices: 12/1/23 - 12/1/24
- Review and updates of committee job descriptions by committee chairs: 12/7/23-4/1/24
- Review and updates of committee job descriptions by Board Chair and other officers: 12/7/23 - 4/1/24
- Review and approve updated handbook: 5/22/24

#### **Question:**

**Committee Member Wallace:** Are there potential board members in the pipeline or recruitment discussion? Want to ensure we are being proactive.

**CEO Burt:** No, but we are always on the lookout for potential board members which is ongoing.

### **D. Board Member Conflict of Interest Review**

All board members submitted their signed conflict of interest. Board members reviewed the Conflict of interest bylaw and one conflict of interest was reviewed and discussed. No other board members had a conflict of interest.

### **E. Board Member Reminders**

Board Training is required of all KIPP Memphis Public Schools Board of Directors Members. Compliance with this action is part of the Memphis Shelby County Schools Charter School Operations Scorecard this year.

The due date was updated to November 29, 2023.

## **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 4:52 PM.

Respectfully Submitted,  
J. Ward-Gill