

# KIPP Memphis Public Schools

## Minutes

### Governance Committee Meeting

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#### **Date and Time**

Tuesday February 13, 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](#)

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#### **Committee Members Present**

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

#### **Committee Members Absent**

*None*

#### **Guests Present**

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

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### **I. Opening Items**

#### **A. Call the Meeting to Order**

D. Hopson called a meeting of the Governance Committee of KIPP Memphis Public Schools to order on Tuesday Feb 13, 2024 at 4:03 PM.

#### **B. Roll Call**

#### **C. Agenda Review**

The committee reviewed the agenda and Committee Hopson turned the meeting over to Managing Director of Communication, G. Williams.

#### **D. Approve Minutes**

R. Crutcher made a motion to approve the minutes from Governance Committee Meeting on 11-14-23.

D. Lyles-Wallace seconded the motion.

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

## II. Governance Committee Actions

### A. Proposed Bylaw Update

#### **Board Bylaw Update - 3.13 Quorum & Voting: Proposed Language (additions/changes are in blue text)**

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. Lyles-Wallace made a motion to approve the Board Bylaw Update - 3.13 Quorum & Voting.

R. Crutcher seconded the motion.

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

### B. Board Term Renewals

It is recommended that the board committee approve the proposed 2nd Term board renewals for Alfred Anderson, Dorsey Hopson and Desiree Lyles Wallace beginning 2/1/2024 to 2/1/2026.

As of June 9, 2022, board members can serve no more than 3 consecutive terms.

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D. Lyles-Wallace made a motion to approve a 2nd Term to the KIPP Board for Alfred Anderson, Dorsey Hopson and Desiree Lyles Wallace beginning 2/1/24 to 2/1/2026.

R. Crutcher seconded the motion.

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

## III. Governance Updates

### A.

## **Board Member Terms**

G. Williams gave update and overview of the Board Terms as follows:

- During the June 9, 2022 KIPP Memphis Public Schools Board Meeting, the following bylaw update was approved, but not changed in the official bylaws. The bylaws have been updated to reflect this approved change to Section 3.2 - Number, Tenure and Qualifications.
  - The highlighted changes included staggered terms if three (3) or more directors are elected at one time and the addition of term limits: "...No director shall serve more than three (3) consecutive terms." (A term is two years.)

**Action:** Add extending Board Member Terms to the next Governance Committee Meeting agenda for discussion.

## **B. Board Member Recruitment**

G. Williams reviewed and discussed the Board Member Recruitment and Referral process.

- Potential board members are recruited to serve on the KIPP Memphis Public Schools (KMPS) Board of Directors through recommendation by a current or past board member or executive staff member or by reaching out to show interest on their own.

## **C. Board Officer & Committee Job Descriptions**

G. Williams discussed the Board Officer & Committee job descriptions and the 2021 KMPS Board of Directors Handbook.

- Suggested revisions are expected back to G. Williams by March 18, 2024 for discussions in the April and/or May Committee Meetings for vote in the June Board of Directors Meeting.

Per Board Chair Davis, Dr. Sweet will be moving to the Governance Committee.

## **D. Board Service Appreciation**

Board Member Green has chosen not to renew her Board Term and February will be her last month. The Board will acknowledge her term and appreciation/commitment to the KMPS Board at the Board of Directors meeting on Thursday, February 22, 2024.

## **E. Kicks with KIPP Fundraiser - March 7, 2024**

G. Williams shared an update of the Kicks with KIPP Fundraiser, March 7, 2024. We are presently at 30% of our \$15K goal. Our very own KIPP Alumni and Board Member, Rocquel Crutcher will speak as an alumni representative.

#### IV. Closing Items

##### A. Adjourn Meeting

R. Crutcher made a motion to adjourn the KIPP Governance Committee meeting.

D. Lyles-Wallace seconded the motion.

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

There being no further business to be transacted, and upon motion duly made, seconded and approved, the meeting was adjourned at 4:30 PM.

Respectfully Submitted,

J. Ward-Gill