

APPROVED

KIPP Memphis Public Schools

Minutes

Governance Committee Meeting

Date and Time

Tuesday April 9, 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](#)

Committee Members Present

D. Hopson (remote), D. Lyles-Wallace (remote), L. Sweet (remote), M. Davis (remote)

Committee Members Absent

R. Crutcher

Guests Present

A. Burt (remote), G. Williams (remote)

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 Apr 9, 2024 at 4:04 PM.

B. Roll Call

C. Agenda Review

D. Approve Minutes

D. Lyles-Wallace made a motion to approve the minutes from Governance Committee Meeting on 02-13-24.

M. Davis seconded the motion.

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

II. Governance Committee Actions

A. Board Bylaw General Update

D. Lyles-Wallace made a motion to Approve the clean up language throughout the bylaws referencing "Executive Director/Principal" to "Chief Executive Officer/Executive Director".

L. Sweet seconded the motion.

Is the current title of Chief Executive Officer consistent across the board. Could it be **Executive Director/Chief Executive Officer**. Has KIPP Public Schools moved away from Executive Director?

Dr. Burt shared that it varies by Region and he's not sure when the title was changed. Some regions have CEO and some regions have Executive Director. The regions determine the titles; it's either or.

The Board Chair thought it may be because of region size. Asked if we should research the change.

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

III. Governance Discussion & Updates

A. Board Member Tenure Discussion

Discussion around keeping term limits and removing or extending them. What was the problem they were trying to solve when the board terms conversation came up in 2022?

Some context was shared that the term limits were introduced and approved in June 2022. The previous board leadership wanted to put guardrails in place as the board moved from a funder board to more of a volunteer board and allow for change and new ideas as a board. They wanted to ensure exits for those who may not be serving and supporting the organization in a way that is needed allowing room for those who would come in engaged, energized and active.

- Not having term limits may be good for board members who may have knowledge and want to continue to **ACTIVELY** serve; it is volunteer and if people want to serve, then they should be allowed to.
- On the other hand, term limits may be good for those who are just showing up, but not engaged and allow a chance for them to roll off and not serve while fatigued, not engaged, or truly active. Also, after a break in service, they can return if they choose to be voted on by the board.

The tenure discussion recently came up because of board member, Holly Coleman, who has served on the board for now six or more years. She would would like to roll off of the

KIPP Memphis Board at the end of her current term (June 2024). The board can see if someone else from the Hyde Foundation could be recommended to serve. **Gwendy - see if there are specific notes related to how long the break in service should be.**

- **"Break in service" is not outlined in our bylaws. We just note "cannot serve more than three consecutive terms . . ." Upon researching, a break for most boards is 1 year. During May's Governance Committee meeting, that language can be added to bylaw 3.2.**

Final note: Leave the term limits as is (serve no more than three consecutive (2 year terms)).

Revisit the renewed members from February in the May Committee meeting (Dorsey Hopson, Desiree Lyles Wallace, and Alfred Anderson) to stagger their end months to be in alignment with bylaw 3.2.

B. Board Member Recommendations

- Look into the option of Hyde Foundation recommending a new representative with Holly Coleman rolling off.
- Dr. Burt and Mikara Davis are reviewing four potential candidates who are going through the process and will be presented at the May Governance Committee Meeting.

C. Board Officer Job Descriptions

M. Davis made a motion to amend bylaw language to reflect all references to board leadership/officer roles be gender neutral.

D. Lyles-Wallace seconded the motion.

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

IV. Questions and Comments

A. Committee Questions and Comments

- Let us front load the job descriptions. Gwendy to finalize the Board Officer Job Descriptions for the April 18th Board Meeting.
- Committee Meeting in May to determine potential Board Officer Roles.
 - Dorsey, Mikara and Dr. Burt to discuss officer positions next week.
- Need a slate to vote on in June.

B. Governance Chair Comments

V. 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 5:09 PM.

Respectfully Submitted,
G. Williams