

## First 8 Memphis Board of Directors Meeting Minutes

February 20, 2020

8:30 am – 10:30 am

**Board Member(s) Present:** Jim Boyd, Kathy Buckman Gibson, Tanya Hart, Amber Huett Garcia, Carol Johnson Dean, Yvonne Madlock, Mary McDaniel, Patrice Robinson, Alex Smith, and Michael Whaley

**Board Member(s) Absent:** Antonio Burt, Marion Hare, Tomeka Hart, and Rebecca Yeung

**Staff Present:** Regina Walker, LaDora Watkins, LeAmber Hill, Ginny Renfroe, Mark Sturgis, Jamilica Burke, Haley Simmons

**Visitor(s):** Kandace Thomas, Laura Testino (Commercial Appeal), Ronda Hughey (Hughey's Debits and Credits), and Andy Jones (Burch Porter Johnson)

### **Call to Order**

Chairman Buckman Gibson called the meeting to order at 8:36 a.m. Staff and visitors were dismissed so that board members could begin Executive Session. Staff and visitors reconvened for the public meeting at 9:42 a.m.

### **Meeting Minutes and Open Meetings Policy**

Chairman Buckman Gibson referenced the meeting minutes from the December 17<sup>th</sup> and February 11<sup>th</sup> meetings that were included in the board materials. She asked if anyone had any questions or comments related to the documents. Next, the Open Meetings Policy document was referenced. Chairman Buckman Gibson stated that changes discussed in the December meeting were incorporated into the Open Meetings Policy. Revisions were made to the language clarifying what an open meeting is. Any board meeting or committee meeting of this board is considered an open meeting unless Executive Session is held under the provision of state laws. No questions were asked regarding the policies.

A motion to approve the December 17<sup>th</sup> and February 11<sup>th</sup> meeting minutes was made by Mary McDaniel and seconded by Jim Boyd. The motion passed without any opposition.

A motion to approve the revised Open Meetings Policy was made by Mary McDaniel with a second by Jim Boyd. The motion was unanimously approved.

Staff has been asked to develop a FAQ around the Open Meetings Policy to serve as a guidepost for members and staff that are not accustomed to operating in an open meeting environment. This will ensure everyone is compliant. The FAQs and training support from First 8 Memphis staff will be provided at the May meeting.

### **Committee reports**

Jim Boyd, Chair of the Nominating and Governance Committee, provided an update of the meeting held on February 19<sup>th</sup>.

Open Board Seat - Chairman Boyd reported that there is an open board seat that the committee is considering nominations for. The board desired someone with expert knowledge of finance and accounting due to the size of the First 8 Memphis budget and funding implications. The committee was

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able to identify someone through its resources and that individual's resume was provided at the meeting for review. Keva Latham is currently the Finance Director in Consumer Banking for First Horizon Bank. Chairman Boyd made a motion to approve Keva Latham to fill an open board seat. Chief Alex Smith seconded. Tanya Hart added that she met Ms. Latham at Christian Brothers University while both were completing their MBAs. She expressed that Ms. Latham is a rising star at First Horizon who thinks about finance from a different kind of lens. Ms. Hart spoke with Ms. Latham about the roles and responsibilities of a Board Director and Ms. Latham is "willing and able to take that challenge." The motion was made by the Nom/Gov committee and the following resolution approved without opposition:

WHEREAS, the Board of First 8 Memphis currently has two open seats of its maximum 16 seat capacity; and

WHEREAS, the Board believes it is in the best interest of the organization to have a Board member with financial background and expertise.

NOW, THEREFORE, BE IT RESOLVED, that the Board elects Keva Latham to the Board for a three (3) year term beginning immediately until her successor is elected and duly qualified.

Officers of the Board - Chairman Boyd stated that the committee put forth recommendations for Treasurer and Secretary of the Board. Keva Latham was nominated as Treasurer. Tomeka Hart was recommended as Secretary because the committee searched for someone on the board with a legal background. Nom/Gov committee made motion and the following resolution was approved without opposition:

WHEREAS, the Operating Agreement of First 8 Memphis provides that there shall be a President, Treasurer and Secretary for the organization;

WHEREAS, the Board has created the position of Vice Chair;

WHEREAS, the Nominating and Governance Committee of the Board has approved a slate of candidates for these officer positions.

NOW, THEREFORE, BE IT RESOLVED, the Board does hereby elect the following individuals to the officer positions beside their names until their successors are elected and duly qualified:

President: Executive Director (whenever named)

Treasurer: Keva Latham

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Secretary: Tomeka Hart

Board Chair Kathy Buckman Gibson added that the Vice Chair position was added to the roster of Officers and candidates are being sought to fill that role. It is anticipated that the Board will revisit this position at the May meeting.

Other Board Seats - Chairman Boyd also noted that discussion occurred regarding whether to offer a permanent seat on the board for Shelby County Schools as well as how to accommodate other districts and independent school operators. The committee decided to recommend that Shelby County Schools be given a permanent seat and the second seat be a rotating seat for districts that are also participants – Millington, Bartlett, ASD, and charters. The rotating seat would have a two-year term among those smaller operators. Chairman Boyd motioned to approve 1. A permanent seat for Shelby County Schools on the board and 2. A second seat be rotated among the named districts. Councilwoman Patrice Robinson seconded. The motion passed without opposition. Board Chair Buckman Gibson clarified that there may be other districts seeking to add Pre-K classrooms in the future and as such asked that the resolution be amended to reflect Millington, Bartlett, or “any other district that is providing a Pre-K classroom.” Chairman Boyd accepted the amendment on behalf of the Nominating and Governance Committee. The motion was affirmed.

Lastly, Chairman Boyd explained that the committee reviewed how membership is met regarding terms. To prevent rollover of the full board at one time, the committee recommended that there be two-year terms for seven members of the board and three-year terms for remaining board members. Seeding Success, as the sole member of First 8, is the entity authorized to make that decision. The terms will be discussed with Seeding Success for action and then brought back to the board for formal approval.

In the next Nominating and Governance meeting, the committee will explore expectations for board participation. This will be the primary agenda item. Any input from the full board is welcomed.

## **Executive Director Hire**

A motion seeking to employ Dr. Kandace Thomas as Executive Director of First 8 Memphis, effective April 1<sup>st</sup>, was made by Chief Alex Smith with a second by Tanya Hart. Chair Buckman Gibson invited Dr. Thomas, who was present, to have words prior to the board’s vote. Dr. Thomas explained that she was honored to have the huge opportunity to work in early childhood in Memphis. She also looks forward to partnering with everyone to move First 8 Memphis’ mission forward.

With strong and unanimous support, the following resolution was approved:

WHEREAS, Regina Walker is currently serving as the Interim Executive Director of First 8 Memphis; and

WHEREAS, First 8 Memphis has conducted a national search for a permanent Executive Director with the assistance of the executive search firm of Carrington and

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Carrington;

WHEREAS, the Search Committee has presented the Board with three final candidates for the Executive Director position;

WHEREAS, the Chair of the Search Committee has made a recommendation of a final candidate to the Board.

NOW, THEREFORE, BE IT RESOLVED, the Board does hereby extend an offer of employment to Kandace Thomas to serve in the role as Executive Director of First 8 Memphis;

FURTHER RESOLVED, that the terms of employment shall be as set forth in the recommendation of Chief Alex Smith to the Board dated February 18, 2020.

## **Committee Reports cont.**

Finance Committee member, Mary McDaniel, provided an update on behalf of the Finance Committee. The committee met on February 7<sup>th</sup> and discussed the audit search, budget proposal, and finalized policies and procedures. Meeting minutes were provided in the board materials.

Audit Recommendation – The committee recommended that contract services be initiated with Dixon Hughes Goodman. This firm currently provides audit services for the parent company, Seeding Success. The committee feels strongly that it is in the best interest of First 8 Memphis to align with Seeding Success as it would provide the firm some familiarity and offer Seeding Success and First 8 Memphis more favorable price negotiations in the future. Motion to recommend Dixon Hughes Goodman as audit firm for First 8 Memphis was made by Finance Committee. The motion was approved unanimously.

Income Statements for January-December 2019 and Proposed Short Year Budget for January-June 2020 were provided in the board materials. A lot of hours were invested into ensuring that historical financial information is accurate, and that proactive information is provided to the board so that there are no surprises. Ms. McDaniel added that continued support from Seeding Success is needed to ensure that everything is captured.

It was noted that the final package that was negotiated with Dr. Kandace Thomas is not currently incorporated into the short year budget provided at the meeting. The committee discussed this and decided that the information should not be included prior to board approval of the hire. They decided that the accountant would be prepared to make the adjustment to add the Executive Director package after the board meeting, when approval of hire was confirmed.

Chairman Buckman Gibson thanked the Finance Committee and Ronda Hughey for the work put into the financials. Chairman Buckman Gibson also expressed gratitude to Ms. Hughey for providing the detail behind the budget because it helps to track where we are and how we are moving forward.

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The recommendation coming out of the Finance Committee to approve the 2019 financials and the Short Year 2020 Budget was approved unanimously by the board.

### **Executive Director Report**

Interim Executive Director, Regina Walker noted from the Executive Director Report, provided in the board materials, that three meetings will be held throughout the year for the Parent Advisory Council. Each Pre-K operator and other institutions have nominated parents to participate on the council.

Interim Executive Director Walker asked if the addition of a seat on the board could be considered for a representative of the Parent Advisory Council. The Nominating and Governance Chair will take the question under consideration. Ms. Walker added that a calendar will be provided to the board that details all council meetings. The board members were invited to observe what is happening in these meetings. Director Walker acknowledged the First 8 Memphis team for the great work that they are doing. Staff will circulate the calendars with times and locations for the meetings. Chairman Kathy Buckman Gibson seconded Director Walker's comments about the coalition of partners and the work being done.

Lastly, Director Walker expressed thanks for the support from the First 8 Memphis Board members and Seeding Success.

Jim Boyd stated that Regina Walker is really responsible for Seeding Success. If it had not been for her being involved early on, it is questionable if Seeding Success would exist today. Mr. Boyd said the community needs to know this and acknowledge her service with extraordinary gratitude.

### **Shelby County Schools, Expansion, RFQ Process**

Executive Director of Seeding Success, Mark Sturgis, talked about the expansion work of Shelby County Schools. What is being seen is very high enrollment and great attendance. Staff is working with those classrooms to understand what is next. A request is out for existing waitlist data from all operators to understand who those families are, where they live, and at what income level they would qualify for Pre-K services. Staff is facilitating conversation at the operator level to understand how to best meet the demand in the community. He added that there is significant interest from existing operators that have clear demand for expansion. The State and Head Start each have enrollment guidelines that First 8 Memphis maps to. There is opportunity, however, for First 8 Memphis to flex a bit to ensure we are getting full enrollment.

There is conversation with the largest county and municipal districts about where they see their footprint going over the next several years and getting a more long-term view on where expansion will be appropriate in Shelby County given population trends, demand, and existing waitlist data. That will all flow into the RFQ process, a public process that First 8 Memphis will lead in the community to work with those operators on their existing classroom portfolio and if there are any requests for expansion, how we will rate them and bring a full recommendation back to this board for approval for expansion. Currently the portfolio consists of 70 First 8 classrooms. The goal will be to see that expand anywhere from five to ten (classrooms) next year, depending on how the RFQ process comes back. That keeps us on track with the three-year goal of getting to full needs-based enrollment by fiscal school year 2022. It is anticipated that

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the finalized RFQ process will be completed and out to the board by March 6<sup>th</sup> with an intended target date of March 20<sup>th</sup> for public release to current and potential operators. Director Sturgis also added that we will be looking to ensure programs can fill those classrooms, meet F8M quality standards, adhere to F8M contract expectations, and have a community presence that can be reflective of authentic demand for expansion. Chairman Buckman Gibson requested that the information also be made available on the First 8 Memphis website.

Chairman Buckman Gibson called upon LeAmber Hill, Compliance Manager, to provide an overview of compliance and contracts. Ms. Hill stated that First 8 Memphis is slated to present the second quarterly report to the City and County at the end of February and early March. Staff is working diligently to complete negotiations and obtain a signed contract from one operator - the Achievement School District. Once finalized, First 8 Memphis will have signed and active contracts with all of its operators of First 8 classrooms.

Chairman Buckman polled the room for additional comments and questions. The press requested to interview the new Executive Director following the meeting. Chairman Buckman Gibson informed the representatives from the Commercial Appeal and Chalkbeat that background information can be provided to them, but Dr. Thomas still has notifications pending. A press release will be forthcoming.

Ginny Renfroe, Operations Manager, shared that the Early Childhood Consortium convened a workgroup to discuss assessments in its last meeting. She described how the operators spoke highly about the opportunity to collectively share in such a meaningful meeting space.

### **Adjournment**

Chairman Buckman Gibson invited all to share in a celebratory lunch with Dr. Thomas at Ecco and adjourned the meeting at 10:23 a.m.