

First 8 Memphis Board Meeting Minutes

September 24, 2019

10:00am – 11:00am

Board Members Present: Jim Boyd, Amber Huett-Garcia, Marion Hare (T), Tomeka Hart, Mary McDaniel, Yvonne Madlock, Alex Smith, Michael Whaley and Rebecca Yeung (T)

Note: T-Telephone

Board Member(s) Absent: Kathy Buckman-Gibson, Tanya Hart, Patrice Robinson

Staff Present: Jamilica Burke, Chloe Moore, Ginny Renfroe, Jeralyn Richardson, Haley Simmons, Mark Sturgis, Regina Walker, and LaDora Watkins

Visitors: Caroline Bauman (Chalkbeat), Cedric Gray (Shelby County Government), and Omer Yusuf (The Daily Memphian)

Call to Order and Opening Remarks

Ms. Madlock called the meeting to order at 10:09 am

Welcome and Check In:

Ms. Yvonne Madlock welcomed the board members and acknowledged that she would be chairing the meeting in the absence of Chairman Buckman Gibson. Ms. Madlock provided an overview of the agenda and formally welcomed the newest board members appointed by the County and City, respectively – Ms. Amber Huett-Garcia and Ms. Patrice Robinson.

Board Business

Review of September 10, 2019 Board Meeting Minutes

Motion to approve the September 10, 2019 First 8 Memphis Board Meeting Minutes was made by Mr. Michael Whaley with a second by Ms. Mary McDaniel.

Open Records Regulations, Recusal Guidelines (Mr. Haley Simmons)

Mr. Simmons provided a brief update of policy changes that impact operations of First 8 Memphis meetings. First 8 Memphis is receiving funding from the public for a public service (Pre-K). For transparency sake, First 8 Memphis must adhere to the Tennessee Public Meetings Law, commonly referred to as the “Sunshine Law” and open records laws. First 8 Memphis, working in conjunction with Seeding Success, will develop the policies for the board to consider. Staff will work with board members to solidify those policies for adoption.

Mr. Simmons also cautioned the board about the importance of having recusal policies in place since there will be a seat on the board potentially held by a Pre-K provider. This seat on the Board of Directors is expected to be occupied by Shelby County Schools first. Staff is working to develop the recusal policies for all board members.

Accounting and Auditing Firms (Ms. Regina Walker and Mr. Mark Sturgis)

Ms. Walker and Mr. Sturgis walked board members through a memo summarizing proposals that were submitted for accounting and audit services and the staff recommendations that resulted. Ms. Walker

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and Mr. Sturgis met with the firms to gain clarity on the scope of services that would be provided. Based on the conversation, the recommendation was as follows: employ Dixon Hughes Goodman to serve as auditor and Hughey's Debits and Credits for accounting services. Jones and Tuggle, a 50-year-old African American institution, submitted a proposal for \$125,000. After meeting with Ms. Walker and Ms. Sturgis the firm resubmitted a proposal totaling \$27,250 for accounting and auditing services, but the proposal was not received prior to the recommendation to the board. The updated proposal was provided during the meeting for board review. Ms. Walker clarified the updated proposal with a lower amount did not change the recommendation provided by the staff.

Motion to approve accounting firm recommended by staff, Hughey's Debits and Credits, was made by Ms. Tomeka Hart with a second by Mr. Michael Whaley. The Board approved the following amended resolution:

WHEREAS, First 8 Memphis, LLC (the "Company") has issued requests for proposals ("RFP") to firms seeking accounting services; and

WHEREAS, the Company included several minority and women-owned firms in this RFP identified through consultation with Shelby County and Mid-South Minority Business Council; and

WHEREAS, the Company has received proposals from various firms for these services.
NOW THEREFORE,

BE IT RESOLVED, the Board approves entering into a contract with Hughes Debits and Credits ("Search Firm") to providing day to day accounting services, monthly financial statement preparation, tax return preparation and year-end W2 and 1099/1096 reporting, on substantially the same terms and conditions attached hereto as Exhibit A;

Board members did not feel there was enough information provided to decide on an auditing firm and suggested that more time be provided to develop a process to thoroughly vet an auditing firm by way of an auditing committee. Ms. Hart motioned to delay a decision on an auditing firm and Mr. Michael Whaley seconded. The motion was approved by the board.

Board Membership (Mr. Mark Sturgis)

Mr. Mark Sturgis provided a status update of board membership as it pertains to other developments that have occurred with our provider groups. In ongoing negotiations with Shelby County Schools and other municipal partners, there has been a strong interest to have a dedicated seat on the board that would represent PreK – 3 interests. Currently, there are two vacancies on the board. The resolution before the board matches what was agreed to in contractual language at the last board meeting. A Pre-K – 3 representative seat can be created on the board. The board recommended that SCS take the first

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nomination for that seat. This would align to the first contractual year of our agreement. The seat writ large is a not a perpetual SCS seat. The intent was to have a rotating representation across our Pre-K contracted partners and a voice of that Consortium on the board. Mr. Sturgis expressed that Chairman Buckman's intent is to align this with a broader conversation around the total compensation of the board and examine how to deepen representation with childcare and other representatives over time. There will be additional board conversation and work around this issue. Motion to approve the following amended resolution was made by Mr. Jim Boyd with a second by Ms. Tomeka Hart:

WHEREAS, Seeding Success, as the sole member of First 8 Memphis, LLC (the "Company") has previously established the size of the Company's Board at 15 members;

WHEREAS, the Joint Ordinance passed by the City of Memphis and Shelby County requires that 25% of the Company's board seats be held by appointees of the Mayors and the legislative bodies of the City and County;

WHEREAS, the current composition of the Company's Board complies with the requirements of the Joint Ordinance; and

WHEREAS, the Board has determined that it is in the best interest of the Company that one of its board seats be filled by a representative of the School Districts providing Pre-K – 3rd grade.

NOW THEREFORE,

BE IT RESOLVED, the Board of the Company hereby agrees to reserve one of its Board seats to be filled by a representative of a School District in Shelby County providing Pre-k – 3rd grade classes; and

BE IT FURTHER RESOLVED, that a representative of Shelby County Schools appointed by the administration of Shelby County Schools will fill this seat for the initial term of its Pre-K Provider Contract (set to expire September 30, 2020); and

BE IT FURTHER RESOLVED, that the Board Chair is authorized to take any and all actions needed to effectuate the foregoing resolution.

Executive Director Search (Ms. Jamilica Burke and Ms. Alex Smith)

Recruitment activities have been in progress to identify a firm to provide the Executive Director search. During the last board meeting a recommendation was made to hire KLB Consulting to provide the search. There were questions around the proposed fee to conduct the search. Ms. Smith advised that upon contact with KLB Consulting, there was agreement from the vendor to reduce the fee from 50% closer to the national standard of 33%. There was a lack of alignment, however, around the milestones previously set by the board. KLB Consulting did not agree to receive split payments based on accomplishing certain milestones (e.g. minimum of 2 qualified candidates or providing a short list of 3-6 candidates to consider). KLB Consulting did not want to consider any milestones. In an interest to serve the board's interests, Ms. Smith and Ms. Burke brought the matter back before the board. After discussion, Ms. Burke and Ms. Smith

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agreed to circle back with previously identified search firms as well as firms in Ms. Smith's network to identify firms that will agreed to the milestones set by the board. They will be able to provide more information to the board at the next scheduled meeting.

First 8 Memphis Communications (Ms. Jeralyn Richardson and Ms. Chloe Moore)

Ms. Richardson updated the board around recent communications activities. The full First 8 Memphis website has been deployed and is live. Some updates are pending. The First 8 Memphis Launch event is scheduled for late October. Details will be communicated to the board and other stakeholders via a Save the Date. Lastly, a recommendation around communications contracting will be presented to the board specific to communications strategies in the community.

Ms. Chloe Moore provided an update about a piece of the First 8 Memphis strategy that seeks to expand high quality child care, called Next Memphis. With support and leadership from Porter-Leath, a grant was secured with the Tennessee Department of Human Services to provide social workers in addition to the typical wraparound support model. The grant was written for \$2.8 million but awarded at \$3 million.

Board Updates

- Shelby County Schools Board of Education will hold a board meeting at 5:30 p.m. on 9/24/19. Key item for consideration is the First 8 Memphis contract and is expected to be brought to floor during Superintendent's report. Board members were encouraged to attend, if available.

Adjournment

Ms. Madlock observed that the piece about community communication and engagement and listening to our providers and hearing from them is vitally important to the success of the movement that we are charged to continue to push forward on. As a board member, it is as equally important for her to hear back and periodically get reports back from the team on what progress or lack thereof, is being made in terms of those relationships. Ms. Madlock thanked everyone for their time.

The meeting adjourned at 11:03 am