

# First 8 Memphis Board Meeting Minutes

October 15, 2019

8:30am – 10:30am

**Board Members Present:** Jim Boyd, Kathy Buckman-Gibson, Marion Hare, Tanya Hart, Amber Huett-Garcia, Carol Johnson, Mary McDaniel, Yvonne Madlock, Alex Smith, Michael Whaley and Rebecca Yeung

**Board Member(s) Absent:** Tomeka Hart, Patrice Robinson

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

**Visitors:** Jacinthia Jones (Chalkbeat) and Cedric Gray (Shelby County Government)

## Call to Order

Chairman Buckman Gibson called the meeting to order at 8:40 a.m.

## Review of September 24, 2019 Board Meeting Minutes

Motion to approve the September 24th First 8 Memphis Board Meeting Minutes was made by Ms. Mary McDaniel with a second by Mr. Michael Whaley.

Chairman Buckman Gibson recognized the newest member of the board, Dr. Antonio Burt, who represents the PreK – 3<sup>rd</sup> Grade consortium of schools that provide PreK services.

## Norming exercise (Jamilica Burke)

Chairman Buckman Gibson welcomed Jamilica Burke to facilitate a group exercise to assist members in getting to know each other better. The group was invited to participate in a “Think Pair Share” that required reflection on what led them to become involved with the First 8 Memphis. Members also expressed what success would look like for them in one year.

Name	Role	Why did you get involved?	What will success look like at the end of year 1?
Alex Smith	Chief HR Officer, City of Memphis	Passionate about helping youth have as many opportunities available to them. Paying it forward.	We have 1400 children in pre-k
Marion Hare	General Pediatrician / Teacher / Community Member	Passion for wellbeing of children want opportunity for all kids, make a difference in this community	Baseline metrics/developing trusted partnership with community

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Michael Whaley	County Commissioner	Believe in quality early elementary investments	Full enrollment, K readiness, parent satisfaction, under budget
Jim Boyd	Executive Director, Pyramid Peak Foundation	Have been supporting this work for several years and see it as foundational to the future of Memphis	Well-functioning board
Mary McDaniel	Owner, President MHM Investments, LLC	Passion; improve the education of k-12 students in Memphis.	Fundamental belief: one of the ways out of poverty is education 50% improved from where we are
Dr. Carol Johnson	Interim President, LeMoyné Owen College	Long time K-12 Educator	Leadership in place and strengthened partnerships with SCS and other EC providers
Amber Huett-Garcia	Policy Fellow with Mayor Harris' office Formerly with Teach for America	Policy re: education Need at the county level	Build belief community wide and energy to fund and refine PreK AND build the pipeline of educators
Tanya Hart	Executive Comp & Total Rewards HR Director for First Horizon	Passion & Advocate for Education and Poverty	Increase metrics and engagement especially from the most vulnerable
Yvonne Madlock	Community and Public Health Retiree	Continuation of and commitment to work to improve opportunity for all kids (education->self-esteem->)	Stronger, larger network of pre-k providers, community aware and focused on EC and what quality PreK looks like
Dr. Antonio Burt	Chief Academic Officer, SCS	Supporter of pre-k	Comprehensive literacy plan
Cedrick Gray	Dir of Education	First major assignment in role was F8M	90% or better success rate in k-ready, attendance, literacy
Ronda Hughey	Accountant specializing in nonprofit accounting	Ensure financial compliance	All things in compliance and great relationship with financial chair
Kathy Buckman-Gibson	Board Chair Business leader	Twin 10-year old daughters-looked for quality learning environment outside of the home	Enhanced quality of childcare; take learning environment into childcare setting

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Chairman Buckman Gibson acknowledged the shared beliefs in the work that the Board will be able to accomplish over the next year. She also noted that she is looking forward to how this body can make progress towards enhancing the quality of childcare in our community and how the learning environment can be taken back into childcare settings so that once children get to Pre-K, they will be able to take full advantage of everything offered in a Pre-K classroom.

Chairman Buckman Gibson expressed gratitude for each board member and their involvement, passion, and commitment to the work of First 8. Staff has also been working diligently to get the organization up and running. The board was reminded of milestones that have been met recently.

Maycomb Capital provided funding for the loan agreement and providers are being paid. The team anticipates having all payments made to providers over the next few weeks.

According to open meetings policy, the board will need to have a roll call vote on board items requiring action. Chairman Buckman Gibson asked for a roll call vote on the minutes for the September 24<sup>th</sup> board meeting that were approved at the start of the meeting. All members voted and affirmed the minutes without objection.

Chairman Buckman Gibson recognized that newer members had not completed and signed a Conflict of Interest form. She encouraged them to complete the form in their packet and give to staff at the end of the meeting.

Members briefly reviewed the memo of proposed quarterly meeting dates for 2020: February 11<sup>th</sup>, May 12<sup>th</sup>, July 14<sup>th</sup>, and October 13<sup>th</sup>.

### **Executive Director Search (Jamilica Burke and Alex Smith)**

Jamilica Burke and Chief Alex Smith provided an update to the board members regarding proposals for a firm to do the Executive Director search for First 8 Memphis. After revisiting the submitted proposals and investigating the services and references of each, Carrington and Carrington was identified as the firm that most closely aligned to First 8's needs. Ms. Burke advised that Carrington and Carrington met the board's requirements for budget, milestones, and specific qualities for an effective search. Carrington and Carrington has over 40 years of experience in national and local searches. The firm has conducted multiple searches, including placement at Southwest, LeMoyné Owen, and ACE Awareness Foundation. The Vice President is a former educator and has lived in Memphis over the last decade. The firm will work with the board members to develop the core competencies needed in an Executive Director. The firm also has an internal database that houses individuals from across the country. Lastly, the firm agreed to the \$50,000 fee and identifying 3-6 candidates that are all qualified to do the job.

Motion to approve firm recommendation was made by Ms. Tanya Hart with a second by Ms. Mary McDaniel. The Board voted and approved the following resolution:

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WHEREAS, First 8 Memphis, LLC (the “Company”) has issued requests for proposals (“RFP”) to firms requesting assistance in identifying an Executive Director; and

WHEREAS, the Company has received responses from various firms, some of which are minority or women-owned firms.

NOW THEREFORE,

BE IT RESOLVED, the Board approves entering into a contract with Carrington and Carrington to work with the Search Committee previously designated by the Board to identify and recruit candidates for the Executive Director position on the terms and conditions substantially set forth on Exhibit A; and

BE IT RESOLVED, the Board Chair and Interim Executive Director are hereby authorized to take any and all other actions needed to effectuate the foregoing resolution.

### **Credit Card Authorization (Chairman Kathy Buckman Gibson)**

Chairman Buckman Gibson reported that the bank submitted a resolution for the staff to obtain credit cards for day to day operational needs. The resolution was revised by Chairman Buckman Gibson to reflect information for credit card specific to dollar limit previously discussed by this board.

Motion to approve resolution for credit card application was made by Mr. Jim Boyd with a second by Commissioner Michael Whaley. The Board voted and approved the following resolution:

WHEREAS, the Company has previously entered into a banking relationship with First Horizon Bank (formerly First Tennessee Bank, hereinafter referred to as “Bank”); and

WHEREAS, the Board believes it is in the best interest of the Company to authorize the use of a credit card by certain individuals in the Company to facilitate day to day operations.

NOW THEREFORE,

BE IT RESOLVED, the Board hereby authorizes Kathy Buckman Gibson, Board Chair, and Regina Walker, Interim Executive Director, (collectively, the “Designees”) to apply for a credit card with Bank with a limit not to exceed \$10,000;

BE IT FURTHER RESOLVED, the Designees are authorized to execute and deliver any application or other instruments or documents evidencing obligations of the Company as it relates to the credit card; and

BE IT FURTHER RESOLVED, the Company is authorized to pledge assets or create a lien on any assets of the Company to secure the obligations evidenced by the credit card in an amount not to exceed \$10,000;

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BE IT FURTHER RESOLVED, the Designees are authorized to take all actions needed to effectuate the foregoing resolutions and the Bank is authorized to rely and act upon the instructions given by the Designees as it relates to the credit card account provided such instructions are consistent with the foregoing resolutions;

BE IT FURTHER RESOLVED, the Company shall indemnify and hold Bank harmless from and against all losses, costs, damages, causes of action and expenses arising out of or in connection with Bank's reliance on the foregoing resolutions.

### **Open Records Regulations, Recusal Guidelines, Public Notice (Haley Simmons)**

Chairman Buckman Gibson invited Mr. Haley Simmons to provide an update of the public meeting requirements and policy being developed for First 8 Memphis.

Regarding open records, First 8 is working to maintain consistency with the Tennessee Open Meetings Act as well as the policy that governs the City and County. First 8 and Seeding Success are the "Custodian of Record" as the holder of data. To that end, staff is working with the legal officer and public records officer of the City and the County to finalize the policy for public records requests. It is yet to be determined if First 8 Memphis and Seeding Success will get requests directly or if the City and County will field those requests and route them to First 8 Memphis and Seeding Success. The City and County are currently reviewing the draft submitted by staff and Mr. Simmons expects to have a determination by the next board meeting.

Mr. Simmons informed the board that any and all communication, conversations, and documents before the board are subject to public records requests. There are certain items that are protected under the Act; that includes FERPPA related information. Confidential information and PPI can be redacted. If the work takes longer than one hour, fees may be charged after notification (of the time and fee) is provided. The press or general public can request or view a record. All meetings must be in public view and all issues must be voted on. Any legal action must have an attorney in the room. A notice of a public meeting must be given at least five days prior to the meeting, except for issues where the public may have a greater interest. In that instance, due diligence should be had to ensure a better public forum is established. Meeting minutes must be recorded and posted on the website along with the agenda. There must be quorums for each meeting as well. Phone meetings are permissible if it is a necessity and notification is given. The board will develop a policy for participating in a meeting by phone.

Staff will outline the policy and provide guidance for board members and staff. The protocol for open records will be managed by Mr. Simmons (Seeding Success) and LeAmber Hill (First 8 Memphis).

### **Board Membership (Chairman Kathy Buckman Gibson)**

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An invitation to join the board is outstanding with one individual. There have been conversations with the individual and a response is pending. Currently, sixteen members are approved in the operating agreement. With fifteen active members, there is one open seat. Twenty-five percent of the board seats (4 of 16) are held by Mayoral and Legislative appointees, which is in compliance with the joint ordinance. Chairman Buckman Gibson encouraged the members to remain mindful of this board composition.

### **Board Structure (Chairman Kathy Buckman Gibson)**

Chairman Buckman Gibson stated that she'd like to put the board members to work through Committees. The operating agreement of the Company allows for committees within the board. To that end, Chairman Buckman Gibson expressed the desire and need to establish committees to operate in various functions. She recommended that the board have a Nominating and Governance Committee as well as a Finance Committee. The Finance Committee appointments will be responsible for providing oversight for First 8 financials and working with the contracted accountant. Commissioner Michael Whaley and Ms. Mary McDaniel were asked and confirmed participation on this committee. A third person will need to be identified. The Nominating and Governance Committee will be appointed to evaluate candidates for open board seats and officer positions, including a Vice President. This committee will also work with staff on governance issues. Mr. Jim Boyd, Ms. Tomeka Hart, and Ms. Tanya Hart were asked and agreed to serve on this committee.

Mr. Jim Boyd and Commissioner Whaley will take lead on discussion with their committees regarding meeting times that work best for them, being mindful that the meetings are subject to public notice. Staff will follow up with Mr. Boyd and Commissioner Whaley.

Chief Alex Smith will lead the Executive Search Committee.

### **First 8 Memphis Financial Services (LaDora Watkins and Ronda Hughey)**

Staff provided an update on onboarding activities with the contracted accountant, Hughey's Debits and Credits, LLC. Ms. Ronda Hughey was present and detailed the initial steps that have been completed to duplicate and modify a template like that of Seeding Success. Chart of accounts, policies that include segregation of duties, and regular meetings are being established to ensure consistency and timely management of financials. Staff will have access to the secure database.

It was noted that a financial report will need to be included in the quarterly report to the City and County.

### **Communications Plan (LaDora Watkins and Ronda Hughey)**

Seeding Success initially authorized the retainer for Kelley and Associates. It was recommended that the firm be kept for specific items, including the First 8 Launch event scheduled for Thursday, November 14, 2019. Key stakeholders will be invited to a morning event that includes a visit to a pre-k classroom and an evening reception. The save the date information will be distributed soon.

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### **Action Items**

- Think through the calendar year end to possibly align with grant cycle, etc.
- A recommendation was made to revisit the way in which we think about the structure and the way that other entities engage with the work. The importance of that work and how it is represented in this body is important. Staff will define the following groups: Leadership Council, Early Childhood Consortium, Next Memphis, Early Success Coalition, and a Parent Advisory Group and set forth a suggestion on how we are intentionally engaging these groups to receive input. Staff will provide an update at the next board meeting.

### **Adjournment**

Chairman Buckman Gibson encouraged the members of the board to think about one thing to best support the 0-8 strategy and attend the launch event on November 14<sup>th</sup>. The meeting adjourned at 10:24 a.m.