

**KIPP Nashville  
Board Meeting  
Highland Heights – 3<sup>rd</sup> floor  
Aug 18, 2017**

**Board Members Present:**

Name	Present/ Absent	Name	Present/ Absent
Elizabeth Dennis	Present	Williams Seibels	Present
Chris Dowdy	Present	Will Ed Settle	Present
Jim Flautt	Present	Brad Smith	Present
Camiqueka Fuller	Present	Perian Strang	Present
Drew Goddard	Absent	McArthur VanOsdale	Present
Kent Kirby	Present	Rob Wilson	Present
Rick Martin	Present		
Jeff McGruder	Present		

**Staff Members Present:** Randy Dowell, Berry Brooks, Erin Holt, Anika Baltimore, Dan Gennaoui and Robert Wallace

**Guests:** Mike Feinberg, Kaya Stone, Cynthia Arnholt, Chris Barbic, Rachel Settle, Stephanie Balmer, Tom Parrish, Lydia Hoffman, Alex Silverman, Abby Smith and Bridget Bradley

**Called to order:** 11:15am

Agenda Item	Motions	Vote
Committee on Directors	<ul style="list-style-type: none"> <li>Resolution VI</li> </ul>	Motion: Chris Dowdy 2 <sup>nd</sup> : Will Ed Vote: All in favor Motion: Elizabeth Dennis 2 <sup>nd</sup> : Jim Flautt Vote: All in favor
Committee on Directors	<ul style="list-style-type: none"> <li>Resolution I</li> </ul>	Motion: Elizabeth Dennis 2 <sup>nd</sup> : Rick Martin Vote: All in favor
Committee on Directors	<ul style="list-style-type: none"> <li>Resolution IV</li> </ul>	Motion: Jim Flautt 2 <sup>nd</sup> : Chris Dowdy Vote: All in Favor
Committee on Directors	<ul style="list-style-type: none"> <li>Resolution II</li> </ul>	Motion: Will Ed 2 <sup>nd</sup> : Jeff McGruder Vote: All in Favor
Finance Committee	<ul style="list-style-type: none"> <li>Resolution V</li> </ul>	Motion: Elizabeth Dennis 2 <sup>nd</sup> : Jim Flautt Vote: All in Favor
Real Estate Development Committee	<ul style="list-style-type: none"> <li>Resolution III</li> </ul>	Motion: William Seibels 2 <sup>nd</sup> : Jeff McGruder Vote: All in favor
Committee on Directors	<ul style="list-style-type: none"> <li>Resolution VII</li> </ul>	Motion: Jim Flautt 2 <sup>nd</sup> : Rick Martin Vote: All in favor

Real Estate Development Committee	• Resolution VIII	Motion: Will Ed 2 <sup>nd</sup> : William Seibels Vote: All in favor
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\*Kent Kirby was not present for voting

**Adjourned:** 3:58 pm

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**August 18, 2017**

**APPROVED RESOLUTIONS**

**RESOLUTION I**

The Board of Directors of KIPP Nashville adopts the following resolution:

RESOLVED, that the Bylaws of KIPP Nashville are amended as follows: Section 3.11 relating to Committees is revised by deleting the first sentence of that Section and replacing it with the following:

The Board of Directors, by resolution adopted by a majority of the entire Board, may designate an executive committee and other standing committees, each consisting of Directors and other natural persons, provided that the number of Directors for each committee shall be at least two (2).

**RESOLUTION II**

The Board of Directors of KIPP Nashville adopts the following resolution:

RESOLVED, that the Board of Directors of KIPP Nashville appoints, and confirms and ratifies as officers of the Board of Directors of KIPP Nashville the following:

Board Chair

Jim Flautt

Board Treasurer

Chris Dowdy

Board Secretary

Drew Goddard

**RESOLUTION III**

The Board of Directors of KIPP Nashville adopts the following resolutions:

RESOLVED, that the Board of Directors of KIPP Nashville hereby establishes a Real Estate Development Committee; and

RESOLVED, that the Chair of the Finance Committee shall be an ex officio member of the Real Estate Development Committee; and

RESOLVED, that the Board appoints the following as members of the Real Estate Development Committee: Chris Dowdy (Director), Brad Smith (Director), Rick Theobald, Dan Gennaoui

## RESOLUTION IV

The Board of Directors of KIPP Nashville adopts the following resolution:

RESOLVED, that the Board of Directors of KIPP Nashville appoints, and confirms and ratifies prior of appointments, as members of the Executive Committee and standing committees of the Board of Directors of KIPP Nashville the following:

### Executive Committee:

Jim Flautt (Director)  
Elizabeth Dennis (Director)  
Chris Dowdy (Director)  
Randy Dowell  
Drew Goddard (Director)  
Jeff McGruder (Director)  
Will Ed Settle (Director)  
Rick Theobald

### Finance Committee

Chris Dowdy, Chair (Director)  
Emily O'Grady  
William Seibels (Director)  
Zac Starks  
Rick Theobald

### Development Committee

Elizabeth Dennis, Chair (Director)  
Kent Kirby (Director)  
Rick Martin (Director)  
Jeff McGruder (Director)  
Perian Strang (Director)  
McArthur VanOsedale (Director)  
Rob Wilson (Director)  
Camiqueka Fuller (Director)

### Committee on Directors

Will Ed Settle, Chair (Director)  
Randy Dowell  
Drew Goddard (Director)  
Kent Kirby (Director)

### Healthy Schools Committee

Chris Barbic, Chair  
Kevin Huffman  
Laura Howarth  
Nancy Livingston  
Meghan Mitchell  
Lagra Newman  
Brad Smith (Director)  
Rick Theobald  
Rob Wilson (Director)

### Strategy & Operations Committee

Jeff McGruder, Chair (Director)  
Will Ed Settle (Director)  
Rick Theobald  
Jewell Winn  
Jon White  
Lindsay Wright  
Dan Gennaoui

## **RESOLUTION V**

The Board of Director of KIPP Nashville adopts the following resolutions:

RESOLVED, that the Executive Director is authorized each school year to approve up to \$20,000 in recurring expenses in addition to expenses specifically approved in the budget for that school year; and

RESOLVED, the Executive Director is authorized each school year, with the approval of the Chair of the Finance Committee, to approve up to \$100,000 in recurring expenses in addition to expenses specifically approved in the budget for that school year; and

RESOLVED, the Executive Director is authorized each school year to approve up to \$100,000 in non-recurring expenses in addition to expenses specifically approved in the budget for that school year if at the time of such approval there is an equal or greater amount of favorability in the year-to- date forecast versus the approved budget; and

RESOLVED, the Executive Director, with the approval of the Chair of the Finance Committee, is authorized each school year to approve up to \$250,000 in non-recurring expenses in addition to expenses specifically approved in the budget for that school year if at the time of such approval there is an equal or greater amount of favorability in the year-to- date forecast versus the approved budget; and

RESOLVED, that the total amounts approved by the Executive Director pursuant to all of the foregoing Resolutions during any school year shall not be greater than the amount of non-governmental contributions and non-governmental grants received by KIPP Nashville for that school year; and

RESOLVED, that the current budget previously approved by the Board of Directors of KIPP Nashville is hereby modified to include the foregoing Resolutions, and

RESOLVED, any budget hereafter adopted or approved by the KIPP Nashville Board of Directors shall be deemed to the foregoing Resolutions unless that adoption or approval specifically states otherwise.

## **RESOLUTION VI**

Board membership:

Resolution: **Motion to re-elect and renew membership of Camiqueka Fuller.**

Resolution: **Motion to elect Cynthia Arnholt to membership on the board of directors.**

## **RESOLUTION VII**

May Minutes approval:

Resolution: **Motion to approve minutes from the March board meeting.**

## **RESOLUTION VIII**

South Nashville due diligence:

Resolution: *Authorize the Executive Director to spend up to \$50,000 to perform due-diligence activities on the proposed (Murfreesboro Pike – 10.43 acres) South Nashville site.*