

MINUTES
KIPP Nashville Board of Directors
August 26, 2022 Meeting

Time and Place:

1 – 3 p.m.

Asurion | 1101 Church St, Nashville, TN 37203

Zoom: <https://kippnashville-org.zoom.us/j/98952967514>

Board Members Present:

Name	Present/ Absent	Name	Present/ Absent
Karl Dean	Absent	Rick Martin	Absent
Elizabeth Dennis	Yes	Jeff McGruder	Yes
Jim Flautt	Yes	William Seibels	Yes
Camiqueka Fuller	Yes	Will Ed Settle	Yes
Drew Goddard	Yes	Tom Wylly	Yes
Beth Harwell	Absent	Cynthia Arnholt	Absent
Ed Littlejohn	Yes	Chris Barbic	Absent

Staff Members and Guests Present: Randy Dowell, Berry Brooks, Erin Holt, Lindsay Wright, Carey Peek, Kate Baker, Lee Senter, Julie Farris, Anita Gonzalez, Megan Ulses, Alphonzo Bradford

Board meeting called

to order: 1:08 p.m.

Discussion:

The Agenda for the meeting was as follows, and all items on the Agenda were discussed by the Board:

Topic	Responsible
Gather and Open the Meeting	Randy Dowell
Mission Moment – Foundational Literacy	Kate Baker
Management Report: - Pre-Read & Q&A - Charter application updates - Staffing - Enrollment -Academic performance	Randy Dowell
Committee Reports: - Finance – SY23 goals - Real Estate – SY23 goals - Development – SY23 goals - Committee on Directors – SY23 goals; ED Evaluation; VOTES:	Committee Chairs

<ul style="list-style-type: none"> ○ Membership votes – Elizabeth Dennis, Camiqueka Fuller ○ Approve May, June, and July 2022 minutes 	
Hot Wash & Adjourn	Jim Flautt

Motions and Resolutions:

During the meeting the following motions were made and resolutions adopted:

Agenda Item	Motions (Resolutions are attached)	Vote
Committee on Directors	<ul style="list-style-type: none"> ● Motion to approve Minutes from May 20, June 3 and July 6, 2022, minutes 	Motion: Tom Wyly 2 nd : Jim Flautt Vote: All in favor
Committee on Directors	<ul style="list-style-type: none"> ● Motion to re-elect Elizabeth Dennis to the Board of Directors for a term of two years 	Motion: Will Ed Settle 2 nd : Tom Wyly Vote: All in favor
Committee on Directors	<ul style="list-style-type: none"> ● Motion to re-elect Camiqueka Fuller to the Board of Directors for a term of two years 	Motion: Will Ed Settle 2 nd : Jim Flautt Vote: All in favor
Committee on Directors	<ul style="list-style-type: none"> ● Motion to re-elect Beth Harwell to the Board of Directors for a term of two years 	Motion: Will Ed Settle 2 nd : Jim Flautt Vote: All in favor
Finance Committee	<ul style="list-style-type: none"> ● Motion to modify the official signers on KIPP Nashville’s bank accounts with Pinnacle Bank 	Motion: Jim Flautt 2 nd : Tom Wyly Vote: All in favor

Board Meeting

Adjourned: 3:02 p.m.

**RESOLUTION
OF THE BOARD OF DIRECTORS OF
KIPP NASHVILLE**

WHEREAS, the Board of Directors of KIPP Nashville has reviewed Minutes of the May 20, June 3, and July 6, 2022 meetings of the Board;

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of KIPP Nashville approves the May 20, June 3, and July 6, 2022 meetings of the Board.

ADOPTED this 26th day of August, 2022.

**RESOLUTION
OF THE BOARD OF DIRECTORS OF
KIPP NASHVILLE**

BE IT RESOLVED by the Board of Directors of KIPP Nashville that Elizabeth Dennis is re-elected to the Board as a Directors for a term of two years, beginning this date.

ADOPTED this 26th day of August, 2022.

**RESOLUTION
OF THE BOARD OF DIRECTORS OF
KIPP NASHVILLE**

BE IT RESOLVED by the Board of Directors of KIPP Nashville that Camiqueka Fuller is re-elected to the Board as a Directors for a term of two years, beginning this date.

ADOPTED this 26th day of August, 2022.

**RESOLUTION
OF THE BOARD OF DIRECTORS OF
KIPP NASHVILLE**

BE IT RESOLVED by the Board of Directors of KIPP Nashville that Beth Harwell is re-elected to the Board as a Directors for a term of three years, beginning this date.

ADOPTED this 26th day of August, 2022.

**RESOLUTION
OF THE BOARD OF DIRECTORS OF
KIPP NASHVILLE**

At its August 26, 2022 meeting, the Board of Directors of KIPP Nashville also adopted the attached resolution modifying the official signers on KIPP Nashville's bank accounts with Pinnacle Bank.

Corporate Authorization Resolution

Pinnacle Bank
 Gallatin Office (TN)
 1534 Noah Lane
 Gallatin, TN 37066-0000

By: Kipp Nashville
 3410 Knight Dr
 Nashville, TN 37207

Referred to in this document as "Financial Institution"

Referred to in this document as "Corporation"

I, Drew Goddard, certify that I am Secretary (clerk) of the above named corporation organized under the laws of Tennessee, Federal Employer I.D. Number 20-2799123, engaged in business under the trade name of KIPP Nashville, and that the resolutions on this document are a correct copy of the resolutions adopted at a meeting of the Board of Directors of the Corporation duly and properly called and held on (date). These resolutions appear in the minutes of this meeting and have not been rescinded or modified.

Agents. Any Agent listed below, subject to any written limitations, is authorized to exercise the powers granted as indicated below:

Name and Title or Position	Signature	Facsimile Signature <i>(if used)</i>
A. <u>Adrianna Clemons, COO/Signer</u>	<input checked="" type="checkbox"/>	X
B. <u>Cordarrell A Cobb, Director of Finance / Signer</u>	<input checked="" type="checkbox"/>	X
C. <u>Carey J Peek, CFO/Signer</u>	<input checked="" type="checkbox"/>	X
D. <u>Randy Dowell, Executive Director/Signer</u>	<input checked="" type="checkbox"/>	X
E. _____	X	X
F. _____	X	X