

MEETING MINUTES
KIPP Nashville Board of Directors
February 24th, 2023 Meeting

Time and Place:

1 – 4 p.m.

Kirkpatrick Elementary School

Board Members Present:

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

Staff Members and Guests Present: Randy Dowell, Berry Brooks, Molly Ramsey, Tiffany Russ, Carey Peek, Lindsay Wright, Kate Baker

Board meeting called

to order: 1:13

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 December 2, 2023 meeting 	Motion: Jim Flautt 2 nd : Ed Littlejohn Vote: All in favor
Committee on Directors	<ul style="list-style-type: none"> Motion to elect Tomika Marks to the Board of Directors for a term of one year and to re-elect Jim Flautt, Rick Martin, William Seibles, and Drew Goddard to the Board of Directors for a term of three years 	Motion: Tom Wylly 2 nd : Ed Littlejohn Vote: All in favor
Finance Committee	<ul style="list-style-type: none"> Motion to approve financial audit 	Motion: Jim Flautt 2 nd : Ed Littlejohn Vote: All in favor

Finance Committee	<ul style="list-style-type: none"> • Motion to approve authorized signers for Truist (form resolution required by Truist) 	<p>Motion: Karl Dean 2nd: Jim Flautt Vote: All in favor</p>
Finance Committee	<ul style="list-style-type: none"> • Motion to approve Truist Financing 	<p>Motion: Jim Flautt 2nd: Rick Martin Vote: All in favor</p>
Finance Committee	<p>Motion to approve internal requirement two signatures for financial transactions of amounts greater than 10,000 (resolution with specifics to be considered at next Board meeting)</p>	<p>Motion: Jim Flautt 2nd: Jeff McGruder Vote: All in favor</p>

Board Meeting
Adjourned: 3:10

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

WHEREAS, the Board of Directors of KIPP Nashville has reviewed Minutes of the December 3, 2022 meeting of the Board;

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of KIPP Nashville approves the Minutes of the December 2, 2022 meeting of the Board.

ADOPTED this 24th day of February, 2023.

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

BE IT RESOLVED by the Board of Directors of KIPP Nashville that Tomika Marks, who is a parent of a KIPP Nashville student, is elected to the Board as a Directors for a term of one year, beginning this date.

ADOPTED this 24th day of February, 2023.

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

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

ADOPTED this 24th day of February, 2023.

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

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

ADOPTED this 24th day of February, 2023.

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

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

ADOPTED this 24th day of February, 2023.

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

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

ADOPTED this 24th day of February, 2023.

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

WHEREAS, the Finance Committee of KIPP Nashville has reviewed Fiscal Year 2022 Audit of KIPP Nashville prepared by Crosslin PC, and has recommended the Audit be reviewed and approved by the Board of Directors; and

WHEREAS, the Board of Directors of KIPP Nashville has reviewed this Audit;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of KIPP Nashville that the Board accepts and approves the Fiscal Year 2022 Audit of KIPP Nashville prepared by Crosslin PC.

ADOPTED this 24th day of February, 2023.

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

**TRUIST
RESOLUTION FOR DEPOSIT ACCOUNT**

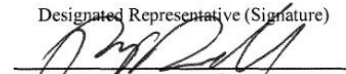
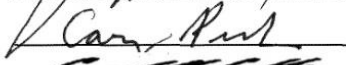

Kipp Nashville 202799123
Name of Entity TIN

- | | | |
|---|--|--|
| <input type="checkbox"/> Corporation | <input type="checkbox"/> Government Entity | <input type="checkbox"/> Sole Proprietorship |
| <input type="checkbox"/> Unincorporated Association | <input type="checkbox"/> General Partnership | <input checked="" type="checkbox"/> Non-Profit Corporation |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Other |

The undersigned, acting in the capacity as corporate secretary or custodian of records for the above-named Entity, organized and existing under the laws of state of Tennessee, represents to Truist Bank ("Bank") that I have reviewed the governing documents and relevant records of the Entity and certify that resolutions or requirements similar to those below are adopted by and, are not inconsistent with the governing documents or records of the Entity, and that such resolutions or requirements are current and have not been amended or rescinded.

I. That the Bank is designated as a depository institution for the Entity and that by execution and delivery of this Resolution for Deposit Account the Entity will be bound by the Bank's deposit account agreement now existing or as may be amended. Any officer, agent or employee of the Entity is authorized to endorse for deposit any check, drafts or other instruments payable to the Entity, which endorsement may be in writing, by stamp or otherwise, with or without signature of the person so endorsing.

II. That any one individual named below (a "Designated Representative") is authorized to open accounts on behalf of the Entity, to close any account or obtain information on any account. Any one Designated Representative may appoint others (an "Authorized Signer") to conduct transactions on an account by authorizing them to sign their name to the signature card.

Designated Representative (Signature)	Printed Name	Title
	Randy Dowell	Executive Director
	Carey Peek	CFO
	Cord Cobb	Director of Finance

III. That the Bank is authorized upon the signature of any one signer on a signature card to honor, pay and charge the account of the Entity, all checks, drafts, or other orders for payment, withdrawal or transfer of money for whatever purpose and to whomever payable.

IV. That any one Designated Representative may appoint, remove or replace an Authorized Signer, enter into a night depository agreement, enter into an agreement for cash management services, lease a safe deposit box, enter into an agreement for deposit access devices, enter into an agreement for credit cards, enter into an agreement relating to foreign exchange and obtain online foreign exchange services related thereto, or enter into any other agreements regarding an account of the Entity.

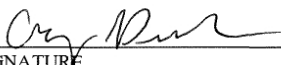
FOR BANK USE ONLY	
Prepared By <u>STEPHEN HOLMES</u>	Date _____
Center <u>27 434 78</u>	Bank No. <u>51</u> State <u>TN</u>

Forward to:
Centralized Document Scanning Operations
MTC 100-99-15-11

V. That any prior resolutions or requirements have been revoked or are no longer binding, and that this Resolution for Deposit Account applies to all accounts at the Bank and will remain in full force and effect until rescinded, replaced or modified in writing in a form acceptable to the Bank and after the Bank has had a reasonable time to act on such change.

VI. That any transaction by an officer, employee or agent of the Entity prior to the delivery of this Resolution for Deposit Account is hereby ratified and approved.

DATED: 2/24/23


SIGNATURE

y Peels
PRINTED NAME