

MEETING MINUTES
KIPP Nashville Board of Directors
December 1st , 2023 Meeting

Time and Place:

1 p.m. – 4:00

KIPP Kirkpatrick

Board Members Present:

Name	Present/ Absent	Name	Present/ Absent
Karl Dean	Present	Rick Martin	Present
Elizabeth Dennis	Present	Jeff McGruder	Present
Jim Flautt	Present	William Seibels	Present
Camiqueka Fuller	Present	Tomika Marks	Absent
Drew Goddard	Absent	Tom Wyly	Present
Beth Harwell	Absent	Cynthia Arnholt	Absent
Ed Littlejohn	Present	Chris Barbic	Present
Bridget Haimberger	Present		

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

Board meeting called to

order: 1:07 p.m.

Motions and Resolutions:

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

Agenda Item	Motions (Resolutions are attached)	Vote
Committee on Directors	Motion to approve Minutes from August 31st meeting	Motion: Jim Flautt 2 nd : Rick Martin Vote: All in favor
Committee on Directors	Motion to extend all board members' terms to May of the year following the conclusion of their elected board term.	Motion: Elizabeth Dennis 2 nd : Ed Littlejohn Vote: All in favor
Committee on Finance	Motion to approve the Fiscal Year 2023 Audit of KIPP Nashville	Motion: Jim Flautt 2 nd : Jeff McGruder Vote: All in favor

Committee on Real Estate	Motion to approve that the Executive Director and the Board Chair, together, are requested and directed to negotiate and otherwise take such actions as may be necessary for KIPP Nashville to realign and exchange a portion of the KIPP Property with Metro Nashville at the Global Mall and arrange, direct and obtain such engineering, legal and other advice and services as are necessary and appropriate in connection therewith.	Motion: Paul Hetrick 2nd: Elizabeth Dennis Vote: All in favor
Committee on Finance	Motion to amends each of the Resolutions by (i) deleting Cord Cobb wherever his name appears in the Resolution, and (ii) effective the date of commencement of her employment with KIPP Nashville, substituting Reagan Fairbairn – Controller wherever Cord Cobb’s name appeared. None of the Resolutions are revised other than these deletions and substitutions.	Motion: Tom Wyllly 2nd: William Seibels Vote: All in favor
Committee of Directors	Motion to approve Ed Littlejohn as vice chair of the KIPP Nashville board	Motion: Jim Flautt 2nd: Karl Dean Vote: All in Favor

Board Meeting
Adjourned: 3:33
p.m.

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

WHEREAS, the Board of Directors of KIPP Nashville, at its board meeting on December 1, 2023, has reviewed minutes of the August 31, 2023 meeting of the Board;

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of KIPP Nashville approves the Minutes of the August 31, 2023 meeting of the Board.

ADOPTED this 1st day of December, 2023.

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

BE IT RESOLVED by the Board of Directors of KIPP Nashville that effective immediately, all Board Member terms will extend to May of the year following the conclusion of their elected board term. To the extent this will result in any member's current term exceeding three years, the Bylaws of KIPP Nashville are amended to permit this extension, provided that this amendment will apply only to the extensions approved by this resolution.

ADOPTED this 1st day of December, 2023.

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

BE IT RESOLVED by the Board of Directors of KIPP Nashville that the Board accepts and approves the Fiscal Year 2023 Audit of KIPP Nashville prepared by Crosslin, which was presented to the Board at its December 1, 2023 meeting.

ADOPTED this 1st day of December, 2023.

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

WHEREAS, on April 4, 2022, KIPP Nashville acquired certain property with an address of 5256 Hickory Hollow Parkway in Antioch (the "KIPP Property"), which KIPP Property is located within the Global Mall, previously known as Hickory Hollow Mall ("Global Mall");

WHEREAS, Metro Nashville is the owner of certain contiguous and adjacent property within the Global Mall (the "Metro Property"), and Metro Nashville has approached KIPP Nashville regarding a realignment and exchange of a portion of the KIPP Property with a portion of the Metro Property;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of KIPP Nashville that the Executive Director and the Board Chair, together, are requested and directed to negotiate and otherwise take such actions as may be necessary for KIPP Nashville to realign and exchange a portion of the KIPP Property with Metro Nashville at the Global Mall and arrange, direct and obtain such engineering, legal and other advice and services as are necessary and appropriate in connection therewith.

ADOPTED this 1st day of December, 2023.

**RESOLUTION
OF THE BOARD OF DIRECTORS OF
KIPP NASHVILLE
AMENDING PREVIOUS RESOLUTIONS
REGARDING
FINANCIAL TRANSACTIONS AND ACTIONS**

WHEREAS, the Board of Directors of KIPP Nashville (the “Board”) at its meeting on February 28, 2023, adopted a form resolution required by Truist Bank (the “Truist Resolution”), and

WHEREAS, the Board at its meeting on May 26, 2023, has adopted a form resolution required by Charles Schwab & Co., Inc. (the “Schwab Resolution”), and

WHEREAS, the Board at its meeting on May 26, 2023, also adopted a Resolution Regarding Financial Transactions and Actions (the “KIPP Financial Resolution”), and

WHEREAS, Cord Cobb is no longer employed by KIPP Nashville and therefore, pursuant to the KIPP Financial Resolution, is no longer a designated representative, and

WHEREAS, the Executive Director and Chief Financial Officer have recommended that the Board designate Reagan Fairbairn, who has agreed to employment by KIPP Nashville as its Controller beginning in January 2024, as an additional designated representative under the Truist Resolution, the Schwab Resolution, and the KIPP Financial Resolution (collectively, the “Resolutions”).

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of KIPP Nashville hereby amends each of the Resolutions by (i) deleting Cord Cobb wherever his name appears in the Resolution, and (ii) effective the date of commencement of her employment with KIPP Nashville, substituting Reagan Fairbairn – Controller wherever Cord Cobb’s name appeared. None of the Resolutions are revised other than these deletions and substitutions.

BE IT FURTHER RESOLVED, that the Executive Director is directed to cause each affected institution to be notified now of the deletion of Cord Cobb, and of the substitution of Reagan Fairbairn when it is effective, as noted above.

ADOPTED this 1st day of December, 2023.

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

BE IT RESOLVED by the Board of Directors of KIPP Nashville that Ed Littlejohn is elected Vice Chair of the KIPP Nashville Board.

ADOPTED this 1st day of December, 2023.