

MEETING MINUTES
KIPP Nashville Board of Directors
August 31st, 2023 Meeting

Time and Place:

4 p.m. – 6:30

KIPP Antioch Global High School

Board Members Present:

Name	Present/ Absent	Name	Present/ Absent
Karl Dean	ABSENT	Rick Martin	PRESENT
Elizabeth Dennis	PRESENT	Jeff McGruder	PRESENT
Jim Flautt	PRESENT	William Seibels	PRESENT
Camiqueka Fuller	PRESENT	Tomika Marks	PRESENT
Drew Goddard	PRESENT	Tom Wyll	PRESENT
Beth Harwell	PRESENT	Cynthia Amholt	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

Board meeting called to order: 4:40 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 May 26, 2023 meeting	Motion: Drew Goddard 2 nd : Tom Wyll Vote: All in favor
Committee on Directors	Motion to elect Paul Hetrick is to the Board as a Director for a term of three years, beginning this date.	Motion: William Seibels 2 nd : Elizabeth Dennis Vote: All in favor
Committee on Directors	Motion to appoint as officers of the Board of Directors as following: Board Chair: Jim Flautt Board Treasurer: Paul Hetrick Board Secretary: Drew Goddard	Motion: Beth Harwell 2 nd : Camiqueka Fuller Vote: All in favor

Committee on Directors	Motion to designate the members of the executive Committee and standing committees of the Board of Directors of KIPP Nashville.	Motion: Jeff McGruder 2nd: Chris Barbic Vote: All in favor
Committee on Directors	Motion to appoint the following as Committee Chairpersons: Executive Committee: Jim Flautt Committee on Directors: Bridget Haimberger Development Committee: Elizabeth Dennis Finance Committee: Paul Hetrick Real Estate Development Committee: Seth Chadwell	Motion: Elizabeth Dennis 2nd: Tomika Marks Vote: All in favor
Finance Committee	Motion to approve establishing a tax-exempt charitable entity to support the work and operations of KIPP Nashville	Motion: Tom Wyly 2nd: Beth Harwell Vote: All in favor

Board Meeting
Adjourned: 6:26

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

WHEREAS, the Board of Directors of KIPP Nashville, at its board meeting on August 31, 2023, has reviewed minutes of the May 26, 2023 meeting of the Board;

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of KIPP Nashville approves the Minutes of the March 26, 2023 meeting of the Board.

ADOPTED this 31st day of August, 2023.

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

BE IT RESOLVED by the Board of Directors of KIPP Nashville that Paul Hetrick is elected to the Board as a Director for a term of three years, beginning this date.

ADOPTED this 31st day of August, 2023.

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

BE IT RESOLVED that the Board of Directors of KIPP Nashville appoints as officers of the Board of Directors of KIPP Nashville the following:

Board Chair

Jim Flautt

Board Treasurer

Paul Hetrick

Board Secretary

Drew Goddard

ADOPTED this 31st day of August, 2023.

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

BE IT RESOLVED, that the Board of Directors of KIPP Nashville designates the following as the members of the Executive Committee and standing committees of the Board of Directors of KIPP Nashville, terminates the committee memberships of any other currently serving committee members, and terminates any current committees not listed below:

<u>Executive Committee:</u> Jim Flautt, Chair* (Director) Bridget Haimberger (Director) Elizabeth Dennis (Director) Drew Goddard (Director) Paul Hetrick (Director) Ed Littlejohn (Director) Jeff McGruder (Director) William Seibels (Director) Randy Dowell	<u>Finance Committee:</u> Paul Hetrick, Chair* (Director) William Seibels (Director) Kent Capps Matt Favicchio Jim Gulmi Jamie Ikerd James Shaub Rokeish Wilson
<u>Committee on Directors:</u> Bridget Haimberger, Chair* (Director) Karl Dean (Director) Drew Goddard (Director) Beth Harwell (Director) Ed Littlejohn (Director) Randy Dowell	<u>Real Estate Development Committee:</u> Seth Chadwell, Chair* Jeff McGruder, (Director) Dan Gennaoui Andy Howell Trael Webb
<u>Development Committee:</u> Elizabeth Dennis, Chair* (Director) Cynthia Arnholt, (Director) Camiqueka Fuller, (Director) Rick Martin, (Director) Jeff McGruder, (Director) Tom Wylly, (Director)	

ADOPTED this 31st day of August, 2023.

*Appointed as Chair by the Board Chair on August 31, 2023, following adoption of this Resolution.

**APPOINTMENT OF CHAIRS OF COMMITTEES
OF THE BOARD OF DIRECTORS OF
KIPP NASHVILLE**

On August 31, 2023, following appointment of committee members by the Board of Directors of KIPP Nashville at its Board meeting on that date, Board Chair Jim Flautt appointed the following as Committee Chairpersons:

Executive Committee:	Jim Flautt
Committee on Directors:	Bridget Haimberger
Development Committee:	Elizabeth Dennis
Finance Committee:	Paul Hetrick
Real Estate Development Committee:	Seth Chadwell

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

WHEREAS, The Board of Directors of KIPP Nashville on May 26, 2023, adopted a resolution requesting and directing the Executive Director to investigate establishing a tax-exempt charitable entity to support the work and operations of KIPP Nashville and the benefits, consequences and costs thereof; and

WHEREAS, that investigation has been completed and the Executive Director has reported on to the Board on it; and

WHEREAS, the Board desires that a tax-exempt charitable entity be established to support the work and operations of KIPP Nashville.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of KIPP Nashville that the Executive Director is requested and directed to cause a tax-exempt charitable entity to support the work and operations of KIPP Nashville to be established, including obtaining such legal, accounting and other advice and services as are necessary and appropriate in connection therewith.

ADOPTED this 31st day of August, 2023.

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

WHEREAS, the Finance Committee of the Board of Directors of KIPP Nashville has recommended to the Board a Fiscal Policies Guide containing fiscal policies for KIPP Nashville; and

WHEREAS, the Board considered this Fiscal Policies Guide at its meeting on August 31, 2023.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of KIPP Nashville accepts the recommendation of the Finance Committee and approves the Fiscal Policies Guide recommended by the Finance Committee.

ADOPTED this 31st day of August, 2023.