



Board of Directors Meeting
Tuesday, October 20, 2020 1:00 pm - 3:00 pm
Join Zoom Meeting: Link Available Upon Registration Confirmation

Overview: First 8 Memphis' host quarterly Board of Directors meetings as a function of the governing body for the organization. The Board provides oversight and accountability for the organization. Board meetings dates and virtual access are open to the public.

Time	Agenda Item
1:00 pm	Board Chair Welcome
1:10 pm	Board Committee/Working Group Reports <ul style="list-style-type: none"> • Executive Committee • Nominating and Governance Committee • Finance Committee • Communications Working Group • HR Working Group • Executive Director Onboarding Working Group
2:20 pm	Executive Director Report
2:45 pm	Check Out and Adjourn

FY 21 Board of Directors Meeting Dates
 Tuesday, October 20, 2020
Tuesday, December 8, 2020 (next meeting)
 Tuesday, March 9, 2021
 Tuesday, June 8, 2021



First 8 Memphis Board of Directors Meeting
Date: October 20, 2020 **Time:** 1:00pm - 3:00pm

Board Members Present: Jim Boyd, Kathy Buckman Gibson, Dr. Antonio Burt, Dr. Marion Hare, Tanya Hart, Amber Huett-Garcia, Yvonne Madlock, Mary McDaniel, Keva Latham, Patrice Robinson, Alex Smith, and Michael Whaley

Board Members Absent: Dr. Carol Johnson

Staff Present: Ginny Renfroe, LeAmber Hill and Dr. Kandace Thomas

Visitors Present: Ronda Hughey (Hughey's Debits and Credits) and Chloe Moore (NEXT Memphis)

Board Chair Welcome

Board Chair, Kathy Buckman Gibson called the meeting to order at 1:02 pm. A quorum was recognized.

Buckman Gibson thanked the members for adjusting to the rescheduling of the meeting to ensure that all meetings are given adequate public notice. She noted that the bulk of the meeting would be spent hearing from the working groups that were created from the board retreat in July. Buckman Gibson also let the board know of an important financing approval for First 8 Memphis to move forward with providing devices and hotspots to PreK providers.

There have been a couple of shifts in the board of directors. Two board members have resigned from the board. Tomeka Smith has transitioned from the Gates Foundation to Blue Meridian Partners. Rebecca Yeung also resigned citing a desire for the seat to be available to someone that can participate fully in board activities. Additionally, Amber Huett Garcia has moved from Shelby County Government to Tennessee Department of Education so there is now an open seat on the board designated for a County appointee. Lastly, Michael Whaley led the Finance Committee as Chair over the last year. Keva Latham is now taking on the role.

**Committee Business****Review of July 25, 2020 Board of Directors Meeting Minutes**

A motion to approve the July 25, 2020 F8M Board Meeting Minutes was made by Jim Boyd with a second by Mary McDaniel. There were no objections. The minutes were approved unanimously.

Tennessee Community Cares Grant and Financing Resolution

Dr. Kandace Thomas recalled for the board a letter that was emailed over the summer regarding First 8 Memphis' intent to apply for Tennessee Community CARES Grant funding. The funding will supply technology needs to First 8 Memphis Pre-K teachers, students, and families for virtual learning during the global pandemic. First 8 Memphis was awarded the reimbursement grant. Here is a breakdown of the grant and what is known to date:

- First 8 Memphis applied to the United Way of the Mid-South as one of the local designated partner administrators for the TN Department of Human Services. The request included \$786K for devices, hotspots, and software. An additional \$55 was budgeted for administrative costs and technical support for a total grant award of \$841K.
- First 8 Memphis was awarded the reimbursement grant which must be spent by November 15th. Invoices, receipts, contracts, proof of payment, and proof of delivery or shipment must be provided as evidence in order for reimbursement from the State of Tennessee to occur.
- The backend work with Verizon and First Horizon was done to secure devices and upfront financing for the purchases. Verizon worked with one of their partner companies who donated the hotspots at no expense to First 8 Memphis, except for shipping. A loan request was submitted to First Horizon for the upfront costs associated with the

Last week, the inventory was shipped to the office. Staff helped receive and verify the shipment.

Our attorney is working on a release which articulates that First 8 Memphis received a grant on behalf of the community and is releasing ownership of the and responsibilities to each Pre-K operator upon delivery. There is also some language included that details blocked websites, number of users, and other



precautions that are industry standard for children and families accessing educational services.

First 8 Memphis is also working to ensure alignment with Shelby County Schools and how they are distributing devices. Additionally, First 8 Memphis is positioned to authorize SCS and other operators to share the technology that we received to other Pre-K students (non First 8 Memphis students) once the First 8 Memphis Pre-K students have been covered. In SCS's instance, the second priority would be K-3 students.

Board questions and comments: Has First 8 Memphis thought about early childhood through the lens of little ones having difficulty with technology and the ability to benefit from it? First 8 Memphis has thought about the impact of technology to pre-k students. We see the grant opportunity as one way to provide a need for families that are faced with virtual learning during a global pandemic. The first step is access to services and then ensuring a high-quality education to students. First 8 Memphis has talked about providing an informational handout with the devices for parents. First 8 Memphis will continue to think about what can be learned from this experience to anticipate what needs to be communicated to parents.

Director Latham walked the board through the details of the financing term sheet with First Horizon. The term sheet includes a request to borrow \$841K at a fixed rate of 365 basis points. It is a standard, unsecured loan with payback of interest only payments for up to 12 months. The loan has no prepayment penalty or commitment fee. Director Latham reminded Ronda Hughey (F8M accountant) to review the income statement to make sure that First 8 Memphis is accruing interest. Ronda confirmed that the interest expense will be accrued monthly on the books to reflect the interest accrued from the loan until it is paid in full. These interest expenses will not be reimbursed from the grant. Dr. Thomas acknowledged that an inquiry was made with United Way to understand the reimbursement timeframe. She has heard that funds reimbursement for other grantees has been 60 days but at this time it is not clear and United Way is unable to make any guarantees to F8M regarding reimbursement.

Other Board questions and comments: Are there other things that First 8 Memphis can request from United Way that will directly impact families)? At this time, First 8 Memphis will not be able to use the funds for anything except technology. After November 15th, United Way will review any unused funds and open up applications for those funds. First



8 Memphis may be able to go back and make a request to use the funds for other things at that time. Dr. Thomas also noted that First 8 Memphis identified a need for mice to go Has First 8 Memphis considered providing cases and headsets for the devices? First 8 Memphis made provision for cases, however headsets had not been looked into. Antonio Burt noted that headsets can be a blessing and a curse. A barrier has been that children that may need reinforcement from parents/caregivers are missing that reinforcement when the adult can not hear what instruction is being communicated due to a headset being used.

A motion to authorize First 8 Memphis to enter into a loan agreement with First Horizon for an amount up to \$841,063 to be used to purchase technology equipment and to authorize Kandace Thomas and Kathy Buckman Gibson to sign documentation associated with the loan agreement was made by Yvonne Madlock with a second by Mary McDaniel. There were no objections to the motion. The motion passed unanimously.

Board Committee/Working Group Reports

Finance Committee

Director Keva Latham provided a brief report from the Finance Committee meeting held on September 24th:

- Transition of chair role from Director Whaley to Director Latham
- Tennessee Community Cares Act funding
- Pre-K: A proposal to disburse unspent funds to reinvest in Pre-K classrooms was acknowledged. Unspent funds will include a one-time \$2,000 Covid-19 grant to each classroom in the 2020-2021 school year
- July and August financial statements were approved by the Committee
- F8M January - June 2020 audit is in progress. Audit will be shared with the full Board upon completion. (Seeding Success, F8M parent company, and F8M negotiated shared audit services.)

Action item: Going forward F8M will differentiate one-time expenses from ongoing expenses in budget and expenses notes and documents.

Executive Committee



Board Chair Kathy Buckman Gibson gave an overview of the October 6th meeting. The Executive Committee is a new committee composed of the officers of the Board and chairs of the standing committees. Roles of the Executive Committee include:

- Support Committee Chairs in creating charters with clear roles and responsibilities, ensuring no overlap between committees
- Support the Executive Director in strategic planning for the organization
- Conduct Executive Director performance review (work of the Onboarding Committee is now folded into the work of the Executive Committee)
- Evaluate updates to the Operating Agreement between F8M and Seeding Success
- Determine any other groups or committees of the Board as needed

Nominating and Governance Committee

Director Jim Boyd recapped the September 16th Nominating and Governance Committee meeting:

- The Committee is working on a framework for Board replacements and membership nominations
- As reported earlier, there have been two resignations; there must be consideration for ongoing nominations given the various partners and stakeholders that we have. The Committee expects to provide an update at the next Board meeting

Communication Working Group

Director Madlock, Chair of the Communications Working Group, recapped the September 25th meeting:

- Committee is drafting communications Request For Proposals to be released prior to next Board meeting
- Committee acknowledges the need to build staff capacity to oversee the communications contract as well as develop some expertise within the organization to implement a F8M communications plan
- F8M communications efforts will be aligned with Seeding Success' early childhood statewide and local communications efforts



HR Working Group

Director Alex Smith, Co-Chair of the HR Working Group, provided an overview of the September 22nd meeting:

- The group reviewed the current organizational chart and discussed capabilities and roles needed for the organization. Two priority roles were identified: Associate Director and Pre-K Operator Partner Liaison
- HR Working Group will work with staff to draft job descriptions

VOTE: A motion to authorize staff to proceed with hiring an Associate Director and Pre-K Operator Partner Liaison subject to further consultation by the HR Working Group was made by Jim Boyd with a second by Alex Smith. There were no objections to the motion. The motion passed unanimously.

Executive Director Onboarding Working Group

Director Alex Smith, Chair of the Executive Director Onboarding Working Group, provided the following update:

- Key components of the work are complete. Dr. Kandace Thomas is fully onboarded to the organization
- Further work, including Executive Director performance review, will transition to the Executive Committee. Dr. Kandace Thomas' 1st year benchmarks were included as part of the Board meeting packet

Executive Director Report

Updates included organizational updates, Pre-K programmatic updates, Early Success Coalition updates and NEXT Memphis updates (see PowerPoint deck for specific updates).

Pre-K notes and conversation:

- Difficult year to assess students' Kindergarten (K) readiness skills as data may be skewed. Preliminary data from Curriculum Associates shows that K-ready scores are much higher than historical three-year data. Once in-person instruction starts,
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Shelby County Schools may redo data assessment and look at other benchmarks to get a better assessment of K-readiness scores

- There may be an opportunity for F8M to partner with Shelby County Schools Pre-K Parent Council to support ongoing enrollment efforts

Early Success Coalition notes and conversation:

- Early Success Coalition has experienced 88% utilization rate of home visiting services so far this year. Seventy-five percent of babies received well baby checks this year; 91% of enrolled 2-year-olds received immunizations; 90% enrolled families had healthy birthrates at birth. The biggest programmatic challenge is 57% of mother's initiated breastfeeding, instead of the 70% goal

NEXT Memphis:

- Provided status update during F8M's July Board Meeting
- Childcare infrastructure building contracting process began in September and will continue through end of February; COVID relief efforts had finished and 10 partners were selected representing 11 childcare sites to support three buckets of work: viable business (marketing services, HR consulting, full-service maintenance teams; high-quality and data-informed instruction in the classroom; and, Dual layered wraparound services with a Family Service Worker and a Master's Degree Care Coordinator. Data sharing agreements are being developed
- Recruitment starts in late winter for second cohort with implementation starting July 1, 2021
- Existing challenges include being responsive to childcare operators level of appropriateness and and comfortability, and supporting childcare operators through the thorough and lengthy contracting process

Adjournment

The next full Board meeting is December 8, 2020. Committees and Working Groups are scheduled between now and the December 8th Board meeting; members were thanked in advance for their work. The Board meeting adjourned at 3:13pm.