



Nominating & Governance Committee Meeting
Wednesday, February 9, 2022 8:30 am - 9:30 am
Zoom Meeting (Link sent upon registration approval)

Time	Agenda Item
8:30 am	Welcome & Introduction
8:35 am	Approval of Meeting Minutes*
8:40 am	First 8 Memphis Updates
8:50 am	Board Governance
9:15 am	Board Roles
9:30 am	Next Steps & Adjourn

* Voting Item

FY21 Nominating & Governance Committee Meeting Dates

Wednesday, November 10, 2021

Wednesday, February 9, 2022

Wednesday, May 11, 2022



First 8 Memphis Nominating and Governance Committee Meeting

Date: February 9, 2022

Time: 8:30am - 9:30am

Committee Members Present:	Sue Bolding, Kathy Buckman Gibson, Jim Boyd, and Leigh Mansberg
Committee Members Absent:	None
Staff Present:	Dr. Kandace Thomas and LaDora Watkins
Visitors Present:	None

Welcome & Introduction

The meeting began at 8:35 a.m. Attendees reflected upon what has happened over the last three months since the committee last met. Members are navigating recovery from power outages from a recent ice storm in Memphis, supporting early childhood programs, visits with family, and trying to stay healthy.

Approval of Meeting Minutes

A motion to approve the November 10, 2021 meeting minutes was made by Leigh Mansberg with a second by Sue Bolding. Having no objections, the Committee approved the minutes unanimously.

F8M Updates



Socialization of the Draft Strategic Plan

- F8M met with priority and secondary stakeholders
- Positive feedback received: people are pleased with thoroughness, follow-through; there were not too many comments on the Strategic Plan but the most helpful comments were around stepping back from dilentiating the four pillars and talking more about the early childhood system more holistically. F8M will rearticulate how we talk about these.
- Plan will be brought to F8M leadership Council
- The draft plan has not been shared with Shelby County Schools yet but we will need to share with them soon (prior to the F8M Board meeting on March 10, 2022.)

F8M Financial Structure Meeting

Leigh Mansberg attended a meeting for members who wanted to get a closer look at F8M's financial structure. She shared the following reflections. From a governance perspective, the Board should consider recruiting an accountant and someone with legal expertise because there is so much public trust. The funding structure is also so different from most other non-profits. The Board is currently composed of members with an early childhood lens but adding people with expertise in these other areas will be helpful for the longevity of the Board.

Committee Assignments

The Committee reviewed assignments and considered Board nominees.

Jaron Carson, the newest member of the Board, is not currently assigned to a committee and there has been limited interaction with him. The committee will suggest that he join the Communications Working Group or the Nominating and Governance Committee. A one-on-one with Kandce will be planned to get to know him better and discuss participation in the committees and working groups.

Board attendance

Terms, Attendance, and Participation

- At this time, all board members assigned to committees and working groups are meeting the 80% threshold for attendance.
 - A repeated 8:30 a.m. meeting start time is challenging for some members. A survey will be developed to determine alternating start times and meeting days to
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better assess members' needs and participation restraints. We will need March and June Board meetings to determine if wanted in person or virtual. The Committee will make recommendations to the Board in that regard.

Immediate Past Chair Role

KathyBuckman Gibson will be rolling off as Chair of the Board at the end of June. At the June 23rd Board meeting, approval of new officers will be requested. Those new elections will take effect July 1st.

- Immediate Past Chair - Currently there is not a policy that includes a role for the Immediate Past Chair. The committee would like to recommend a position of the Immediate Past Chair with a service term of one year that would immediately follow the end of one's term as Board Chair. The role would serve on the Executive Committee and be an Ex-Officio position which does not occupy a seat on the Board.
- This position recommendation would require an amendment to the bylaws. F8M does not have bylaws, but can insert language into the Operating Agreement.
- Other discussion:
 - Update the language in the document to reflect the first day of the "fiscal" year versus the "calendar" year
 - Update the language in the document to "chair" versus "president"

A motion to adopt the policy recommendation to include the proposed changes and job description of the Immediate Past Chair in the appendix of the Operating Agreement was made by Leigh Mansberg with a second by Sue Bolding. Having no objections, the motion was approved unanimously.

Chair Terms and Strategy for Succession

There are four positions in the Board's leadership: Chair, Vice Chair, Secretary, and Treasurer. The committee has thought intently about succession to continue having strong leadership for the Board of Directors. Conversations have provided a path forward with the following people:

- Carol Johnson Dean - current Vice Chair; next role is Chair for one year with the possibility of a second year of service
- Mary McDaniel - current member of Finance Committee; next role is Vice Chair
- Keva Latham - current Treasurer; the committee is recommending that her term continue for another term while a candidate with deep financial expertise is identified for another seat on the Board
- Leigh Mansberg - current member of Nominating and Governance Committee; next role is Secretary

These persons will be presented for leadership roles at the upcoming Board meeting.

A motion to propose officer terms of two years was made by Sue Bolding with a second by Kathy Bukman Gibson. Having no objections, the motion was approved unanimously.

Future recruitment needs

The committee would like to explore candidates specifically with legal expertise and those with knowledge in accounting.

Next Steps

- Prepare a survey about meeting times and ask for March and June Board meetings - in person or virtual. Committee will then make recommendations to the Board.
- Change all Board member service dates to July.
- Forward potential candidates' names to Jim Boyd and Kandace Thomas
- Leigh will contact Anna Ellis at New Memphis to inquire about Board candidates from the LDI group (Leadership Development Ins)
- Leigh will contact Reggie Crenshaw at Leadership Memphis to inquire with him about potential candidates

Adjournment

The meeting adjourned at 9:35 a.m.