



AGENDA



Nominating & Governance Committee Meeting
Wednesday, September 16, 2020 8:30 am - 9:30 am
Join Zoom Meeting: **Meeting Link Sent Upon Registration Confirmation**

Time	Agenda Item
8:30 am	Welcome & Introduction
8:40 am	Approval of Meeting Minutes
8:45 am	Open Board Seats
9:00 am	Procedures for Inviting New Members to Board
9:15 am	Board Member Terms
9:30 am	Adjourn

FY 21 Nominating & Governance Committee Meeting Dates

Wednesday, September 16, 2020

Wednesday, November 4, 2020

Wednesday, February 3, 2021

Wednesday, May 19, 2021

first8memphis.org

info@first8memphis.org



First 8 Memphis Nominating and Governance Committee Meeting

Date: September 16, 2020

Time: 8:30am - 9:30am

Committee Members Present: Jim Boyd, Tanya Hart, Kathy Buckman Gibson

Committee Members Absent: None

Staff Present: Dr. Kandace Thomas and LaDora Watkins

Visitors Present: None

Welcome & Introduction

The meeting began at 1:07 pm.

Icebreaker question: What recent apps have people used on their phones and why?

- Spotify to listen to more podcasts
- Google Maps to find a business
- Microsoft Teams, Zoom, other virtual apps downloaded onto phone to help with productivity
- Vivint – home security system
- WKNO (local national public radio station) to get more familiar with Memphis;
- Google Maps to locate the OZARKs

Committee Business

Approval of February 19, 2020 Meeting Minutes

A motion to approve the February 19, 2020 First 8 Memphis Nominating and Governance Committee Meeting Minutes was made by Kathy Buckman Gibson with a second by Tanya Hart. The minutes were approved unanimously.

Open Board Seats

The Vice Chair role and community member/Pre-K operator seat were brought before the Committee for discussion.



- Additionally, the Committee was made aware of two recent resignations. Director Rebecca Yeung resigned after having conversations with Dr. Thomas and Board Chair Buckman Gibson about the extent to which she could contribute; she talked with Dr. Thomas about her possibility of resigning during their first 1:1 meeting. While she felt that it was not a good match at this time, Ms. Yeung is willing to work with First 8 Memphis in the future. Director Tomeka Hart Wigginton also resigned from the Board, citing a possible conflict of interest. Given First 8 Memphis' relationship with Seeding Success and Blue Meridian's work with Seeding Success, Ms. Wigginton felt it was necessary to resign. Committee members acknowledged an appreciation for the engagement of both directors and talked through the need to identify replacements of similar pedigrees.
- The following directors were named as possible candidates for Vice Chair: Director Yvonne Madlock and Director Mary McDaniel. The Committee agreed that either director would be the right choice for Vice Chair. **Dr. Thomas has calls scheduled with Director Madlock and McDaniel.**

Procedures for Inviting New Members to the Board

Chairman Boyd invited the Committee to think through a clear process for recruiting new members while also thinking about a list of potential candidates to serve on the Board. Board Chair, Buckman Gibson, explained how Board membership had been developed in the past. A key factor that guided the composition of the Board included identifying representatives from specific stakeholder groups. The groups were derived from the First 8 Memphis framework: 0-3, childcare, pre-K, and K-3rd. Since that time, it has been challenging to find someone from the childcare sector to engage at the Board level.

- Before any of the open seats can be filled, the Committee agreed to develop a public and transparent recruitment strategy. Some of the questions that may be considered are: 1. Do we want to have a soft public push? 2. Do we want to put together a Board of Directors job description so that it feels like a public recruitment process? 3. What does our public messaging say and is it open so that the public feels they can apply and join?
- **Kathy Buckman Gibson will reach out to another local public-private partnership to explore what their process for membership looks like.**

A matrix that identifies all the types of skills needed for the Board would be helpful. The Committee should look at the current membership to categorize members by criteria.



When that is done, the group will be able to identify what is still needed in membership. While having financial, HR, and legal expertise is important to have within the Board, the group also agreed that a commitment to the vision of what First 8 Memphis is (early care and education) and diversity, equity, and inclusion should be focus areas as well. **Kathy Buckman Gibson will distribute to the Committee what is believed to be a statement of what the Board composition should look like.**

Mr. Boyd will work with Kandace to outline a process and what we are looking for as it relates to determining the process for inviting new members to the Board. This will be presented at the next meeting.

Chairman Boyd also suggested that the Committee start building a list of names so that when the criteria and process is finalized, there are names that can be considered. **LaDora will keep the running list of names for potential Board membership.**

1. Leigh Mansberg - passionate about the work. Strong background in education; Comes from St. Mary's.
2. Chloe Moore - childcare space. May have conflicts of interest at times. She would be good but will not be considered at this time.
3. Marcus Harris - (Executive Director of Kiddie Learning Center; Mary Palmer recommended)
4. Doctor focused on pediatrics and trauma at LeBonheur

The Committee discussed whether operators would be allowed to participate in the Board. Any money would possibly flow through NEXT Memphis or another partner entity. There may be times when there are conflicts of interest, but we would need to recognize and handle this; First 8 Memphis Board has a conflict of interest form. The Committee was optimistic that a childcare person could be identified through a few possibilities, including child care associations or groups that pull together providers. Also, the Black church community in Memphis has a significant voice in early childhood education and public support dating back to 2014 and 2013. That representation would be important to have on the First 8 Memphis Board, if possible. It was noted that any potential members will need to have the ability to speak to different subjects beyond their expertise. This will ensure that there is a robust Board of directors.

Dr. Thomas asked the Committee to consider inviting members that have a national scope, like former director, Tomeka Hart Wigginton, a Memphis native who worked in DC



for the Bill and Melinda Gates Foundation. Ms. Hart Wigginton also served as a school Board member, was active politically in the community, and understood the undercurrents of the community. The Board may also want to consider having one seat for a national representative.

Board Member Terms

Chairman Boyd reviewed the Board terms document with the Committee. It lists the service terms for each Board member. The Committee discussed determining a process for continuing to serve or end Board service. There are several members whose terms are up for renewal in the coming year. The Committee discussed how to communicate terms. Chairman Boyd also advised that there should be an evaluation of members' participation that is included in the process. The following members have two-year terms that are up for renewal in May 2021.

- **Jim Boyd:** Committee agreed that Chairman Boyd should continue to serve. Chairman Boyd is considering whether he will continue to serve as a member of the Board because his membership presents a conflict of interest; call this winter.
- **Antonio Burt:** represents dedicated seat for SCS; **Dr. Thomas will go back to Dr. Joris Ray about the term expiring and ask him for his nomination for a three-year term.**
- **Marion Hare:** communicate and ask her if she would like to continue to serve.
- **Amber Huett-Garcia** was a County appointee. Amber Huett-Garcia will continue to service, if interested. **Dr. Thomas will ask Dr. Cedrick Gray who they would like to fill the seat.**
- **Carol Johnson Dean:** continue to serve, if interested; call this winter.
- **Mary McDaniel:** continue to serve, if interested; call this winter.
- **Rebecca Yeung:** recently resigned; seat open.

The Board of Directors will have a three-year term going forward.

Next Steps

- Dr. Kandace Thomas
 - Follow-up with Joris Ray re: Director Antonio Burt's expiring term and Dr. Cedrick Gray re: the open county appointee seat
-



- Follow-up with Director Yvonne Madlock and Mary McDaniel re: Vice Chair role
- Committee
 - Articulate and document what is in Kathy's historical knowledge of Board – possibly include in the operating document or Board book. Articulate our commitment to diversity and inclusion across professional areas as well as race and ethnicity. To be drafted and reviewed by Jim and Kandace first.
 - Call Directors Johnson-Dean, McDaniel, Hare, and Boyd about reinstating membership or not (talk about timing at next NGC meeting). To be completed this winter
 - Review draft of Board's written evaluation of a director's contributions
- Dr. Kandace Thomas and Chairman Jim Boyd
 - Discuss a nomination and selection process for Board membership
 - Begin drafting Board commitments to DEI
 - Draft Board evaluation for director's contribution
- Board Chair Kathy Buckman Gibson
 - Send historical document that details selection process for Board members
 - Obtain information on Board membership process for another local public-private partnership
- LaDora
 - Keep a working list of names for potential Board membership

Adjournment

The next meeting is November 4, 2020 at 8:30 a.m. The meeting adjourned at 1:49 p.m.