

PROJECT REFLECT

Board of Directors Annual Meeting

730 Neely's Bend Rd, Madison, TN 37115

**Tuesday, October 17, 2023 @ 5:30 P.M.

****MEETING CONDUCTED VIA ZOOM CONFERENCE**

Cobb, James (B), Chair	james@cobblawtn.com
Horton, Rebecca (B), Vice Chair	joehortonstudio@gmail.com
Cave, Sandy (B), Treasurer	Sacave58@gmail.com
Adewumi, Anthony (B), Secretary	Anthony.adewumijd@gmail.com
Hernandez, J. Marcel (B)	jmarcelhernandez@gmail.com
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Faulkner, Mark (C)	markf@besway.com
Kibby, Fr. Patrick (C)	pjkibby@comcast.net
Mulloy, Diane (C)	dianemulloy@gmail.com

*B= Board Director
C= Corporate Member*

AGENDA

1. Prayer
2. Review/Approval of the Minutes from the Previous Board Meetings (August 15, 2023)
3. Corporate Members Report (Mark Faulkner)
4. Executive Director/Administrator's Report
5. Financial Report
 - a. Treasurer's Report (Sandy Cave)
6. Chairman's Report (James Cobb)
7. Standing Committee Discussion (*descriptions of each on following page)
 - a. Finance Committee
 - b. Board Development Committee
 - c. Education Committee
 - d. Fundraising Committee
 - e. Ad-hoc Committees
8. New Business/Open Items
9. Adjourn

STANDING COMMITTEES

Finance Committee- *The Finance Committee, in its effort to maximize the financial health of the Organization to fulfill its mission, shall undertake the following action including, but not limited to:*

- (A) Oversight and approval of the annual budget and any other financial, investment or accounting matters as specified by the Board of Directors. The Finance Committee shall monitor the financial affairs of the Organization on a quarterly or more frequent basis and shall alert the Chair of the Board and the Board of material deviations from the budget and recommendations, to the extent advisable, to assure that the Organization remains fiscally responsible and within its budget constraints.
- (B) Oversee and approve activities that are planned to raise funds for the Organization.
- (C) Monitor all restricted or designated gifts for which the Organization is responsible to assure that they are managed and distributed in accordance with the wishes of the donor and all applicable federal and state laws relating to charitable contributions. The Committee shall receive and evaluate requests and proposals for scholarships and grants from the Organization. The Committee shall make recommendations to the Board of Directors for the awarding of scholarships and grants in keeping with the purposes of the Organization.
- (D) Submit an annual written report on finances to the Chair of the Board of Directors from thirty (30) to sixty (60) days in advance of the Annual Meeting of the Board. This shall include (i) a summary of revenue and expenses to date of the report; (ii) a projection of total revenue and expenses through June 30 closest to the Annual Meeting of the Board; and (iii) a proposed budget, by division or department, for the Organization for the fiscal year to begin July 1 nearest the Annual Meeting of the Board.
- (E) Ensure that the bookkeeper duplicates all checks and keep them in a locked file for use by the Organization's auditor and at such other times as the Finance Committee requests them.

Board Development Committee- *The Board Development Committee has responsibilities including, but not limited to the following:*

- (A) Nominations for position of Board Director. Establish and make known to Standing Committees and all Directors the criteria and procedures for identifying and selecting outstanding individuals who might serve as Board Directors and committee members; collect for nomination the names and profiles of such individuals at least sixty (60) days before the Annual Meeting; make a final selection of candidates from among the nominations; and distribute the written profiles of the slate of nominees to the Chair of the Corporate Members for approval. Once approved, nominees will be sent by the development Committee to all Board Directors at least thirty (30) days before the Annual Meeting in preparation for election at the Annual Meeting. The Board development Committee will consult with Program area Directors, Standing Committee Chairs and members, others Board Members, and other individuals to arrive at a short list of candidates.
- (B) Education and Evaluation of Directors. In order for the Board of Directors to best serve the interests of the Organization, the Board Development Committee shall keep updated guidelines,

handbooks, and other materials for (i) providing a Board orientation in compliance with the charter school laws of the State of Tennessee; including but not limited to educating Board Directors in the mission and work of the Organization; (ii) describing the duties and responsibilities of Board Directors; and (iii) evaluating the service of Board Directors, it being the task of the Committee to assist in the selection and development of current and future leaders of the Organization to assure its continued growth and success in furtherance of its purposes. The Executive Director shall be responsible for generating said materials at the direction of the Committee.

- (C) Evaluate the work of the Board at the end of each fiscal year and make a written report on recommendation for continuous improvement of governance policies and procedures in the next fiscal year. Distribute a copy of the report to the Executive Committee and the Board Secretary.

Education Committee- *The Committee must be comprised of a majority of educators with experience – with local school districts, preferably those in which the charter schools are located; or with other private or public educational programs; or having a college degree in some aspect of education. The Committee shall include at least one parent member whose child attends a charter school sponsored by the Organization and the Staff Director/principal/head of Charter School who shall have voice but no vote. The Charter Committee shall undertake the following action to maximize the effectiveness of the educational programs including, but not limited to, the following:*

- (A) Coordinate and facilitate with other Board Directors, the Executive Director, and the Director of Development the fundraising and promotional activities of all educational programs.
- (B) Propose to the Board of Directors changes in the basic structure of one or more of the educational programs and monitor their effectiveness in relation to how they do or do not meet the most critical needs of the students and their families as the families relate to the students' academic success, behavioral adjustment, and spiritual needs.
- (C) Assist the Staff Director/principal/head of Charter Schools in problem solving and decision making that arises through interaction with state and local government agencies and departments, and any other agencies and agents who may affect the ability of the charter schools to exist and to carry out their and the Organization's mission.
- (D) Evaluate the overall quality of service in all educational programs and suggest to the Principal any changes that might improve that service.
- (E) Submit an annual written report on the charter Program area to the Chair of the Board of Directors from thirty (30) to sixty (60) days in advance of the Annual Meeting of the Board in August.
- (F) By action of the voting members of the Charter Committee, devise a written tool to evaluate the performance of the charter Principals, undertake an annual evaluation of the Principals, and submit a written report of those evaluations and recommendations, if any, to the Chair of the Board from thirty (30) to (60) days in advance of the Annual Meeting of the Board or at other times as the SCA Committee deems necessary by majority vote or as requested by the Chair of the Board.

- (G) Publish or cause to be published notice of meetings of the Committee in accordance with Sections 17 and 18 of the Bylaws.

Fundraising Committee- *The Chair of the Fundraising Committee shall be a Director. Other Committee members may be Directors or residents in the Middle Tennessee area who have interest and expertise in this area. The Fundraising Committee shall undertake the following actions to maximize the effectiveness of the mission of the Organization:*

- (A) Create a plan that will guide the organization in seeking out and securing funding from an array of outside sources.
- (B) Oversees development and implementation of the Fundraising Plan and identify and communicate with potential donors to support the work of the organization.
- (C) Identifies and solicits funds from external sources of support, working with the finance committee Chair to ensure the financial goals are adhered to and are met.
- (D) Take minutes of meetings and email copies to the Chair of the Corporate Members, the Chair of the Board of Directors, and the Executive Director.
- (E) (E) Publish or cause to be published notice of meetings of the Committee in accordance with Sections 17 and 18 of the Bylaws.
- (F) Submit an annual written report on the work of the Committee to the Chair of the Board of Directors from thirty (30) to sixty (60) days in advance of the Annual Meeting of the Board in August.

Ad-hoc Committees- *The Chair of the Board of Directors, with the approval of the Board as evidenced by resolution, may from time to time create such Ad-Hoc Committees as the Chair believes necessary or desirable to investigate matters, to carry out new programs, or to advise the Board. Ad-Hoc Committees shall limit their activities to the accomplishment of the tasks for which they were created and shall have no power to act except as specifically conferred by resolution of the Board. Such Committees shall operate until their tasks have been accomplished or until earlier discharged by the Board.*