

**Board of Directors Meeting  
August 16, 2022 @ 5:30pm  
Meeting Minutes**

**Directors in Attendance:**

- Anthony Adewumi
- Dr. Christy Scruggs (via Zoom)
- Dr. William Hytche (via Zoom)
- Fr. John Raphael (via Zoom)
- Irene Boyd
- James Cobb
- Marcel Hernandez (via Zoom)
- Mark O'Neil (via Zoom)
- Nancy Merk (via Zoom)
- Paul Ney (via Zoom)
- Ramona Johnson
- Rebecca A. Horton
- Robert Taylor
- Sandy Cave
- Sis. Marianne Poole

**Corporate Membership in Attendance:**

- Diane Mulloy
- Mark Faulkner

**School Personnel:**

- Ahmed White: Executive Director
- Lekita Stevenson: Board Liaison

Project Reflect Board of Directors Meeting was called to order at 5:40 p.m. by James Cobb. A prayer was rendered by Fr. John Raphael.

Each member introduced him/herself to the general body.

**Approval of Previous Board Meeting Minutes**

A motion to approve the minutes from the June 21, 2022 Board of Directors meeting was made by Fr. John Raphael and properly seconded by Robert Taylor with no amendments to add. The minutes were approved and submitted. The motion carried unanimously.

**Corporate Members Report (presented by Mr. Mark Faulkner)**

- A narrative of who can vote or abstain was provided to new board members.
- Basic background and history of the corporate members was narrated to the new members of the Board. The focus is on assets and the mission.
- The members are delighted with the management of the assets of the organization. The mission has remained focused and enriched.
- Explained how the unexpected resignation of a former board member left the Board short on the necessary number of members to function legally. After legal guidance, it was decided that the members use their power to dissolve the Board and reappoint everyone on the Board, as well as appointing new, additional members to the Board.

- Explained that no changes were made to the Bylaws during the dissolution of the Board. For the moment, the Bylaws were left alone, but there is a recognized need that the Bylaws will need to be reviewed and likely revised in some areas.
- It was explained that the recent change had no effect on the operations of the school or Project Reflect. This was a way to keep valuable people on the Board longer until there was more clarity.
- It was explained that new officers would be elected during this meeting. There are no officers of this current Board of Directors; there are just members. The Corporate Members appointed James Cobb to conduct this current meeting.

## **Executive Director/Administrator's Report (presented by Mr. Ahmed White)**

- Proud of the growth of the organization and belief that our ancestors would be proud of the growth of the organization.
- Over 300 enrolled students on paper today.
- Recently hired instructional leader, music teacher, dean of students, social worker, data analyst.
- We are in a good position as an organization.
- Have upcoming meetings about potential expansion. We are in a good position because we have been sticking to the mission.
- To save children, we must continue to help save their families. Providing food and vegetables to families, helping families with housing, etc.
- Recently started a mentoring program for African American males.
- The culture has grown at the school.
- Have kept 100% of the staff and added new classrooms. Made a conscience effort to provide a diverse staff.
- Changing the mindset around “poor little kids.” Emphasize to students that there is hope and opportunity. We are exposing kids to positive things and opportunities.
- Hope that we can continue to move in our positive direction.
- All students are entitled to the free lunch program. SCA does not exclude students.

## **Financial Report (presented by Mr. Ahmed White)**

- Cash flow is positive. Another summer with no bridge loans or any help.
- Have been able to keep staff on 12-month salary
- Due to fiscal management, we have been able to build up our surplus.
- Been able to cover our part in the matching grant for our tutoring services
- Have not had to take out of our money market account to pay any salaries.
- Excited about where we are sitting financially.
- Typically operate off grants. Although, we are still open and welcome donations.

## **Approval of 2022-2023 Budget**

- Incorporated the new salaries and new positions in the new budget. Still have a balanced budget.
- Budget is based on 300 students. Budget seems like it will remain steady even if the student body goes above 300 students. Budget would still likely accommodate a max of 335 students.
- All salaries in budget, represent a 4% raise, which is at a competitive rate. Actually, the salary is a little more than the Nashville Metro School pay scale.
- Explained that the budget being voted on, will be locked in for the year. If a need or unforeseen circumstances arises for changes in the funds ad hoc, the Board will come together to discuss and vote on any changes

- James Cobb called for the motion to approve the 2022-2023 Budget. A motion for approval was made by Robert Taylor and seconded by Irene Boyd. The motion carried unanimously.
- James Cobb called for the motion to approve the bonuses for last year for Ahmed White and Lekita Stevenson. A motion for approval was made by Fr. John Raphael and seconded by Robert Taylor. The motion carried unanimously.

## **Committees Discussion and Reports**

- There are no current committees at this point.
- Former Ad Hoc committee reported that documents for the “Itty Bitty Reading Success” had been emailed to former committee members to review. This would likely be taken under the new committee that will be formed later.
- It was suggested that a list of committees be emailed to members once new officers were elected.

## **New Business/Open Items**

- It was decided that the remainder of the meeting agenda regarding the Discussion of Bylaws Revision, Tennessee General Assembly SB 2407, Strategic Planning, and Relations/Interaction Between Board or Directors and Corporate Members be moved to next Board Meeting.

## **Election of New Officers**

- Nominations were called for each chair position.
- Each Director casted a ballot vote for contested positions.
- James Cobb called for a motion to nominate for Chair. Irene Boyd nominated James Cobb for Chair. That nomination was seconded by Rebecca A. Horton. Dr. William Hytche nominated Fr. John Raphael for Chair. That nomination was seconded by Dr. Christy Scruggs. Both James Cobb and Fr. John Raphael explained why they each wanted to be considered as Chair of the Board of Directors. 8 votes were counted for James Cobb. 6 votes were counted for Fr. John Raphael. James Cobb won the vote.
- James Cobb called for a motion to nominate for Vice Chair. Rebecca A. Horton nominated Mark O’Neil. That nomination was seconded by Irene Boyd. Dr. William Hytche nominated Fr. John Raphael for Vice Chair. That nomination was seconded by Dr. Christy Scruggs. Diane Mulloy and Mike O’Neil discussed why Mike O’Neil should be considered. Fr. John Raphael discussed why he should be considered. 6 votes were counted for Mark O’Neil. 7 votes were counted for Fr. John Raphael. Fr. John Raphael won the vote.
- James Cobb called for a motion to nominate for Treasurer. Rebecca A. Horton nominated Sandy Cave. That nomination was seconded by Ramona Johnson. The motion carried unanimously.
- James Cobb called for a motion to nominate for Secretary. Irene Boyd nominated Ramona Johnson. Ramona Johnson declined the nomination. Rebecca A. Horton nominated Mark O’Neil. Mark O’Neil declined the nomination. Dr. Christy Scruggs declined nomination. Dr. William Hytche declined nomination. James Cobb nominated Anthony Adewumi. Anthony Adewumi accepted nomination. That nomination was seconded by Ramona Johnson. The motion carried unanimously.
- Officers elected for the 2022-2023 year are as follows:
  - Chair: James Cobb
  - Vice Chair: Fr. John Raphael
  - Treasurer: Sandy Cave
  - Secretary: Anthony Adewumi

A motion to adjourn the meeting was made by Irene Boyd and seconded by Ramona Johnson. The motion carried unanimously.

**The Board of Directors Meeting was adjourned at 8:07 p.m.**

**Board of Directors Meeting minutes were taken and presented by Anthony Adewumi.**