

Tulsa Regional STEM Alliance

Meeting of the Interim Board of Directors

May 29, 2018

A meeting of the Interim Board of Directors (“Board”) of the Tulsa Regional STEM Alliance (“TRSA”) was held commencing at 5:30 PM on the 29th day of May 2018, at the offices of TRSA, 907 South Detroit Ave., Tulsa, Oklahoma.

Present in person

Ms. Xan Black	Ms. Sherry Durkee
Dr. Brett Campbell	Ms. Mandy Leemhuis
Ms. Susan Crenshaw	Mr. Jason Brown
Mr. Ken Davis	Ms. Carla Schaeperkoetter
Mr. Michael DuPont	Mr. John Thompson

Mr. Shea Ferrell
Ms. Danielle Neves
Ms. Lyn Kent

Absent

Mr. Jesse Boudiette	Ms. Lucia Carballo Oberle
Ms. Jacque Canady	Mr. Nick Doctor
Mr. Mark Dalton	Ms. Tracie Poe
Dr. Kathy Dodd	Mr. Levi Patrick

Mr. Jonathan Townsend
Mr. Ray Vandiver

Upon Vice Chairman Davis recognizing that a quorum was present, the meeting proceeded accordingly. Board Meeting and Consent Agenda materials were uploaded to the TRSA Board shared Google Drive and notice of the posting was sent to the Interim Board via email by Mr. Ken Davis, TRSA Co-Executive Director, on 5/23/18.

Mr. Davis called the meeting to order and welcomed all present. Mr. Davis then called attention to the agenda and the objectives for the meeting and asked if there were any additions to the agenda; there were none. Mr. Davis then called attention to the Minutes from the February 26, 2018 Board meeting, as well as the Consent Agenda, and asked that they be approved as submitted. Ms. Durkee made the motion for approval of the Minutes and Consent Agenda, Ms. Kent seconded the motion, and the motion carried by unanimous vote. Mr. Davis facilitated a review of key Consent Agenda items.

Mr. Brown reviewed the TRSA BOD dashboard (income and expenses) with financial information presented through the end of 3/31/18 (Q1). Mr. Brown reported that Income had a favorable variance primarily to the acceleration of the first donation received from Flight Night in 2018 along with a slightly higher than budgeted donation from the Shusterman Foundation and the receipt of an unbudgeted donation from the Williams Foundation. Mr. Brown reported a negligible variance in Expenses. Mr. Brown further reported on several key financial indicators on the dashboard with the caveat that the financial reporting required for some of the indicators is not yet in place. Mr. Brown, Ms. Crenshaw, and Ms. Black reiterated the importance of 100% of Board participation in financial donations as related to upcoming grant applications. Mr. Davis reported that TRSA would likely keep a small fund in operation at TCF for the near future so TRSA could continue to use TCF’s online donation tool. Mr. Thompson indicated TRSA could likely ultimately assume independent control of an online donation tool at its discretion. Mr. Davis reported that work continues with Mariner Consulting, TRSA’s outsourced accounting firm, to develop financial reporting infrastructure but that work had been delayed due to TRSA’s impending separation from TCF. Mr. Davis asked for a motion for the financial report to be approved. Ms. Leemhuis made the motion that the financial report be approved, Ms. Schaeperkoetter seconded, and the motion passed unanimously.

Mr. Dupont, Internal Affairs Committee Chair, initiated a discussion on an Executive Director position

for TRSA (Note: Ms. Black was absent for this discussion). Mr. Dupont led a review of an Executive Director job description developed by the Committee. Mr. Dupont indicated the job description was developed based on an objective assessment of the knowledge and skills needed to lead TRSA and integrated job descriptions from several peer organizations. Mr. Dupont further reported the Internal Affairs Committee and the Board Officers were recommending Ms. Black for TRSA's Executive Director position. Open discussion ensued on several aspects of this recommendation with highlights presented following: Ms. Kent reported that Tulsa Community College had agreed in principle to continue the relationship with TRSA whereby Xan Black would assume the TRSA Executive Director while remaining an employee of TCC. Ms. Kent reported TCC and TRSA would enter into an agreement whereby TRSA would reimburse TCC for a fixed % of Ms. Black's salary and benefits. This agreement would be modeled after the existing agreement that has been in place between TRSA and TCC for Ms. Black since TRSA's inception. Ms. Kent reported that TCC viewed Ms. Black's direct participation with TRSA as a key element of TCC's student recruitment and retention efforts and that the job duties detailed in the new TRSA/TCC agreement would be based primarily on TRSA's Executive Director job description. Ms. Kent also reported that recently TCC had shifted Ms. Black's responsibility over a key TCC managed grant (AEP) to other TCC personnel. Ms. Kent reported that the TCC's financial support for TRSA's Executive Director position would replace TCC's financial support for TRSA's Program Director position. Additional open discussion ensued on the financial aspects of the Executive Director position. Mr. Davis reported that he and Mr. Dalton would be sensitive to the workload issues in transitioning duties primarily handled by each of them to Ms. Black and the transition of these duties would likely occur over several months. In response to an inquiry about reporting relationships, Mr. Davis and Ms. Kent indicated that Ms. Black in the Executive Director position would report to both TRSA (directly to TRSA Board Chair) and TCC (currently Ms. Kent). Discussion ensued on training and support for Ms. Black and Ms. Leemhuis suggested the Oklahoma Center for Nonprofits would be a good source for ongoing training and development for Ms. Black. Mr. Dupont indicated the Internal Affairs Committee would take the lead in establishing a performance plan for the position using the Executive Director job description as a basis for the plan. Upon conclusion of discussions, Mr. Davis asked for a motion to approve Xan Black as TRSA's Executive Director position under the terms of the TCC/TRSA agreement and to be effective July 1, 2018. Mr. Thompson made same motion, Dr. Campbell seconded the motion and the motion was unanimously approved. Mr. Davis then asked that the decision remain confidential until such time that the TCC/TRSA agreement was finalized at which time Ms. Kent and Ms. Humphries would jointly offer the position to Ms. Black.

Mr. Davis reported that TRSA was proceeding towards independent nonprofit status to be effective June 1, 2018 based on a recent request by TCC to accelerate the process. Mr. Davis reminded the group that at the February 26, 2018 Board Meeting, TRSA was awaiting final approval from TCF to separate pending integration of TRSA into TCF's new payroll system. Mr. Davis reported that subsequent to that meeting, TCF informed TRSA that TCF would be unable to provide payroll and benefit services to TRSA employees citing an unexpected increase in hiring at TCF for the Gathering Place. Mr. Davis reported that progress had been made to secure payroll services, banking, employee insurance, and organizational insurance for TRSA to be effective June 1, 2018. Mr. Davis reported that the establishment of an employee 401k plan to replace TCC's plan would lag but estimated a plan could be in place approximately August 1, 2018. As previously reported to Directors, Mr. Davis reported the incremental annual cost for these services would be approximately \$15K per year with about ½ of that amount ((\$7.5K) realized in FY2018. Ms. Kent asked for a motion to (see text in meeting agenda) for TRSA to move away from TCF and assume independent nonprofit status, expected June 1, 2018, but contingent upon final approvals from TCF. The motion was made by Ms. Crenshaw, seconded by Mr. Dupont, and the motion passed unanimously.

Ms. Schaeperkoetter informed the group of work done by an ad-hoc committee led by the Communications Committee to further develop TRSA's Vision and Mission statements. Mr. Davis further explained that additional work on these statements resulted from recent Strategic Planning Outcomes meetings. A motion to approve TRSA's Vision Statement as presented "*An abundance of diverse STEM talent fueling a more globally competitive northeastern Oklahoma*" was made by Ms. Neves, seconded by Ms. Leemhuis and approved unanimously. Discussion proceeded on a slight modification to the presented version of TRSA's Mission Statement. A motion was made to approve TRSA's Mission Statement modified to "*Building broad,*

deep, and innovative STEM pathways for all students to access high impact careers" was made by Ms. Kent, seconded by Ms. Durkee, and the motion passed unanimously.

Moving to the Informational Agenda portion of the meeting, Ms. Kent gave a Governance Committee report. Ms. Kent reported that the Governance Committee is working through what it means to be a "partner" in the Alliance pending additional work on TRSA's Outcomes Framework. Mr. Davis also reported the Governance Committee will need address Board development as several Directors have terms that expire December 31, 2018.

Ms. Schaeperkoetter (for Ms. Poe, Communications Committee Chair) reported the Committee is working on a public relations campaign entitled "I am STEM" to further the messaging around students identifying themselves with STEM and STEM careers.

Ms. Crenshaw, Development Committee chair, discussed work the Committee has done to optimize the efforts of TRSA's contract grant writer. Ms. Crenshaw and Ms. Black again stressed the importance of Board giving in grant applications, using the upcoming United Way grant application as an example.

Mr. Ferrell, Program Committee Chair, discussed how the Program Committee is participating in the TRSA Outcomes Framework meetings with TRSA's consultant. Work is proceeding through the summer.

Mr. DuPont, Internal Affairs Committee Chair, reiterated the Committee's upcoming work on establishing a performance plan for the Executive Director position. Mr. Dupont informed the group that an offer had been made and accepted for the PreK20 Curriculum Coordinator (Kristen Tanner-Sand Springs STEM instructor) with a start date expected in early June. Mr. Dupont also informed the group that work continues with TRSA's consultant on developing TRSA's Outcomes Framework with more work expected through the summer.

Mr. Davis reviewed the deliverables for the next Board Meeting and reminded all present regarding the use of the Committee Report template for consistency (Actionable items for the Consent Agenda and Informational items for the Informational Agenda). Mr. Davis reminded the group that the next Board meeting will be on August 28, 2018 and that Committee reports will be due on August 18, 2018.

Ms. Black reviewed TRSA's progress on performance objectives and shared an inspirational moment on student impact from TRSA programming.

Mr. Davis called for a motion to adjourn the meeting, Dr. Campbell made the motion, seconded by Ms. Schaeperkoetter, and by unanimous voice vote the meeting was adjourned at approximately 7:11 PM.

Cherie Humphries, Board Chair

Mark Dalton, Secretary