

**Tulsa Regional STEM Alliance**  
**Meeting of the Interim Board of Directors**  
**November 28, 2017**

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 28th day of November 2017, at the offices of TRSA, 907 South Detroit Ave., Suite 600, Tulsa, Oklahoma.

Present in person

Ms. Cherie Humphries, Chair	Mr. Mark Dalton	Ms. Danielle Neves
Ms. Xan Black	Mr. Ken Davis	Mr. Levi Patrick (by phone)
Mr. Jason Brown	Dr. Kathy Dodd	Ms. Tracie Poe
Dr. Brett Campbell	Mr. Michael DuPont	Ms. Carla Schaeperkoetter
Ms. Jacque Canady	Ms. Sherry Durkee	Mr. Jonathan Townsend
Ms. Lucia Carballo Oberle	Mr. Shea Ferrell	
Ms. Susan Crenshaw	Ms. Lyn Kent	

Absent

Mr. Jesse Boudiette  
Mr. Nick Doctor  
Ms. Mandy Leemhuis  
Mr. Dennis Neill  
Mr. John Thompson  
Mr. Ray Vandiver

Upon Chairman Humphries 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 11/21/17.

Ms. Humphries called the meeting to order and welcomed all present. Ms. Humphries then called attention to the agenda and the objectives for the meeting and asked if there were any additions to the agenda. Mr. Ferrell offered an addition to the agenda for a Program Committee Report, which Ms. Humphries accepted. Ms. Humphries then called attention to the Minutes from the August 28, 2017 Board meeting, as well as the Consent Agenda, and asked that they be approved as submitted. Mr. Campbell made the motion for approval of the Minutes and Consent Agenda, Ms. Canady seconded the motion, and the motion carried by unanimous vote. Ms. Humphries then turned the floor over to Mr. Davis.

Mr. Davis reviewed the TRSA BOD dashboard (income and expenses), indicated that the organization had an operations expense “runway” of 7.8 months, a Program Efficiency of  $\pm 72\%$  and a Board Financial Participation of 42%. Ms. Susan Crenshaw made a request any Board members who have not yet made their contribution please do so by year-end. Mr. Davis completed his financial review and asked for a motion for the financial report to be approved. Ms. Canady made the motion that the financial report be approved, Mr. Campbell seconded, and the motion passed unanimously.

Mr. Davis then reviewed the proposed budget for FY 2018. He noted that we created a monthly budget and that the budget was built to match the IRS 990 entries. Mr. Davis noted that we are presenting a balanced budget with a \$170,000 balancing entry and that we only accounted for “high probability” income streams. Mr. Davis reviewed the income and expense assumptions and variances from last year, cash flow projections, and that the Charles & Lynn Schusterman Family Foundation (CLSFF) was willing to move their inflows to earlier

in the year to help with cash flow. Ms. Crenshaw asked about the 3-5-year overhead outlook; it was decided to discuss this as a part of the strategic planning process. Mr. DuPont made several suggestions for communicating cash flows in the budget and using graphs. Mr. Davis asked for a motion to approve the budget. A motion to approve the budget as presented was made by Ms. Kent, seconded by Mr. DuPont, and was approved unanimously. Mr. Davis turned the floor over to Ms. Kent, Governance Committee Chair.

Ms. Kent explained that in order to create staggered Board terms, some original Board Members initially only had a 1-year term which would expire at the end of 2017. Therefore, Ms. Kent presented the following slate of Board Members for a 2-year term: Jesse Boudiette, Sherry Durkee, Brett Campbell, Lyn Kent, Mark Dalton, Danielle Neves, Ken Davis, Carla Schaeperkoetter, Kathy Dodd, John Thompson, and Levi Patrick. Ms. Kent made a motion that the Board slate be approved. The motion was made by Ms. Crenshaw, seconded by Ms. Poe, and approved unanimously.

Ms. Kent next explained that TRSA has not had Board Officers since it cannot officially have such so long as it is organized under Tulsa Community Foundation (TCF). However, in anticipation of separating from TCF in 2018, the Governance Committee decided to move forward with seating a slate of Board Officers. Each nomination was voted on individually as follows:

Mr. Dalton, Secretary: Motion by, second by Ms. Poe, and unanimously approved.

Mr. Brown, Treasurer: Motion by Ms. Canady, second by Mr. Campbell, and unanimously approved.

Mr. Davis, Vice Chairman: second by Ms. Durkee, and unanimously approved.

Ms. Humphries, Chairman: Motion by Ms. Canady, second by Ms. Crenshaw, and unanimously approved.

Ms. Kent then proposed Board meeting dates for 2018 as follows: February 27, 2018, May 29, 2018, August 28, 2018, and November 27, 2018, and asked for a motion to approve the meeting dates. A motion for approval of the Board meeting dates was made by Ms. Canady, seconded by Ms. Schaeperkoetter, and unanimously approved. Ms. Kent then turned the floor over to Mr. Davis.

Mr. Davis provided a Policies and Procedures update by first discussing that staff utilization rates are high, and that in order to make sure we're wise in how we spend our time, a "Donation / Grant Decision Tree" has been developed to help the organization better understand the organizational ramifications of accepting new donation/grant money. Ms. Poe asked what the next steps would be to prioritize the existing work. Ms. Dodd asked rhetorically how we decide relative value (high student numbers but relatively shallow touches versus lower numbers but deeper impact). Mr. Davis replied that we could use existing data on TRSA led programs to generate some basic metrics, but he cautioned against using such metrics for programmatic decision making until additional work is completed on strategic planning and outcomes. Ms. Neves asked whether TRSA would accept any new initiatives in light of our \$170,000 budget deficit. Mr. Davis responded that there were only 2 or 3 "new" programs in the FY18 Budget and the newly adopted Decision Tree procedure would be followed to evaluate any new opportunistic programs. Ms. Crenshaw inquired as to how moving forward to fill the Executive Director position would impact both costs and Ms. Black's utilization hours. Mr. Davis deferred this topic until further work on the Executive Director position is completed by the Internal Affairs Committee. Mr. Davis next reviewed the new Purchase Approval & Expense Reporting Authority Policy and shared that these documents are on the Board Google Drive. Mr. Davis shared the results of the Board skill inventory as analyzed by staff member Josh Walton and provided an update on the consolidation of Innovation Rooms whereby the only remaining Innovation Rooms are those that are overseen by the Program Committee. Mr. Davis turned the floor over to Mr. Dalton.

Mr. Dalton provided an informational report for the Internal Affairs Committee. Mr. Dalton shared that the date for separation from TCF has been delayed to April 1, 2018. The delay is due to TCF changing their payroll and benefits vendor beginning 1/1/18, and them not being confident that they could concurrently make these changes as well as changing the status of our employees in their system. The delay to 4/1/18 will not result in any impact to TRSA employee benefits. Mr. Dalton reported that in anticipation of separation from TCF, a review of potential insurance brokers was undertaken, that it was decided that for now TRSA would continue to use Rich & Cartmill for these services, and that an insurance package totaling around \$22,000 was

being planned. The insurance package would include Directors & Officers and Molestation insurance which covers both staff and volunteers. Mr. Dalton reported that a search was undertaken for legal services once TRSA separates from TCF. It was decided that legal services would be provided by Mr. Hugh Robert of the firm Sherwood, McCormick & Robert. Finally, Mr. Dalton discussed the start of a Strategic Planning process to be facilitated by Meridian Resources (Ms. Ellen Ralph and Mr. Chris Pautler). He discussed how several providers were interviewed (Persimmon and OKCNFP) before selecting Meridian and that CLSFF is sponsoring the session. He described that the first half of the session will focus on Vision and Mission, while the second half will focus on organizational outcomes. He made the Board aware of the logistics and security that will be used and the need to arrive early so we can start on time. Mr. Dalton then turned the meeting over to Ms. Poe for a Communications Committee report.

Ms. Poe reported that their Committee is working on a Communications Plan (it took 2 meetings to better understand TRSA). Ms. Poe expressed that they are working in many directions to support the mission of TRSA. She reported that they are working with the Development Committee on fundraising, and with the Internal Affairs Committee on message consistency. She reported working to crystalize the benefit to partners from supporting TRSA and the work to develop long-term media partners. She indicated the need for a solid PR Plan and supporting policies and procedures. Committee Member Ms. Schaeperkoetter offered the need to have several people trained to be spokespersons trained in crisis communications. Ms. Poe then turned the floor over to Mr. Ferrell.

As Chair of the Program Committee, Mr. Ferrell raised the question of how we get to the point where we can analyze and prioritize TRSA provided Programs. Further, he asked what it really means to be a TRSA partner, what the expectations are of our partners, who TRSA really is and what is its scope. Mr. Davis proposed that this issue be adopted by the Governance Committee. Ms. Kent (Governance Committee Chair) concurred. Ms. Crenshaw of the Development Committee volunteered to assist in this project. Progress on this issue will be communicated at the next Board Meeting. Mr. Ferrell turned the meeting over to Ms. Black.

Ms. Black shared year-to-date Performance Metrics and delivered a Programming Update. She provided reports on 4 recent events and previewed 4 upcoming events for the Board. Ms. Black then focused on the role of TRSA as a convener and collaborator and provided data on many many connections TRSA makes as a part of its mission. Through the information, she showed the collective impact that TRSA is a party to. Ms. Black facilitated a short demonstration to help Board members see the impact of collaboration. Ms. Black then turned the floor over to Chairman Humphries.

Ms. Humphries 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), that the next Board meeting will be on February 27, 2017 and that Committee reports will be due on February 17, 2017.

Ms. Canady made a motion to adjourn the meeting, Mr. Davis seconded the motion, and by unanimous voice vote the meeting was adjourned at 7:00 PM.

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Cherie Humphries, Board Chair

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Mark Dalton, Secretary