

**MINUTES**  
**Tulsa Regional STEM Alliance**  
**Board of Directors Meeting**  
**Aug. 2, 2022**  
**4:00-5:30 pm**

Tulsa Regional STEM Alliance held its regular meeting of the board of directors on Tues., Aug. 2, 2022, in person and via Zoom with Board President Lucia Oberle leading the meeting. The following board members were present: Paulina Baeza, Tyrance Billingsley, Jacque Canady, Susan Crenshaw, Mike Daniel, Michael DuPont, Cherie Humphries, Christine Koerner, Nicholas Lalla, Mandy Monahan, Danielle Neves, Lisa Schwatz, Ray Vandiver, Xavier Villarreal, Travis White. Staff members attending were Emily Mortimer, Levi Patrick, and Lynn Staggs.

Lucia Oberle called the meeting to order at 4:00 p.m. and highlighted that the Program Committee's report had moved up on the agenda for better attention. Board members introduced themselves.

Executive Director Levi Patrick reported the program team had attended the STEM Learning Ecosystems Community of Practice conference and came back energized about what they learned about the ecosphere. The summer camp model was changed this year resulting in double the student impact and a two-thirds cost cut. Levi thanked the board for its support in making this model change. He also thanked them for weighing in on the decision to put TRSA on the support statement of the Tulsa Public School school board.

Presentation of the consent agenda consisting of the May 3, 2022, board meeting minutes was the first order of business. Lucia asked for a motion to approve the consent agenda. Danielle Neves made the motion and Susan Crenshaw seconded. The motion passed unanimously.

Lucia turned the meeting over to Danielle because of her laryngitis. Danielle introduced the Program Chairs Ray Vandiver and Jonathan Townsend. Ray turned the committee report over to Emily Mortimer. Emily said the committee was working with staff to define Alliance partnerships. She explained the STEM City and microcosms model. Things have slowed down enough for program staff to focus on building out programming and moving forward. Emily discussed the strategic program areas, student impact, educator capacity, and ecosystem as well as resources and professional development. She presented upcoming events and encouraged board members to attend at least one of the events.

Levi discussed the revised approach to the Summer Playbook, which included more options. TRSA staff trained leaders of camps to maintain the quality. He expects the capacity to build.

Cheri Humphries presented the Governance Committee's work regarding the bylaws change, reminding board members the bylaw changes were sent with the agenda. Susan said 2019 was the last change made to the bylaws when TRSA moved from an organization under the Tulsa Community Foundation umbrella to an individual 501(c)(3). This recommended change is the second official bylaws change.

Cherie said the biggest change is the approach to office terms, moving from a 2-year term to a 3-year term. The reason for this change is board members are more effective with longer terms and it would provide more continuity on the board.

The suggested change for Article IV, Section 2 is:

“Section 2. Term of Office for Directors. The term of service of each Director shall be three ~~two~~ (3) calendar years beginning January 1 after the annual election pursuant to Article IV, Section 3 and shall end on December 31 of the ~~third~~ second year in office. After serving one term and if elected by the Board, Directors may serve terms in succession up to a maximum of two (2) consecutive full terms. After serving two full terms and if elected as an officer by the Board, Directors may serve one additional ~~consecutive two-year~~ year to support leadership continuity. Regardless of the number of consecutive terms as Director ~~any person shall have served~~, a Director is eligible to serve up to two (2) consecutive one-year Officer Terms as the Chair of the Board of Directors, followed by a one-year period as a Director-at-Large.

Following service to the Board via the maximum consecutive full terms allowed, a Director may be nominated for additional service to the Board beginning no sooner than one calendar year from the expiration of the Director’s expiring term”

This change clarifies the definition of a term when a board member leaves prior to the end of their term. The change would allow someone to fill a vacant spot while not limiting the term of that board member.

A new Article IV, Section 7 was added: “Duties of Board Members. Each Director will annually execute the Board Director Agreement which outlines the expected duties of a Director to remain in good standing.” The numbers following the new Section 7 were adjusted accordingly.

Article IV, Section 12 changed the word “Telephone Meetings” to “Virtual Meetings. Directors may participate in a meeting through use of ~~conference telephones~~ phone or computer or similar communications equipment so long as all Directors participating in such meeting can hear one another. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting.”

The change to Article V, Section 2 introduces the term “Officer Term” to provide clarity about officer terms. “Election and Term of Office. Excluding the Executive Director as named above, the Officers of the Board shall be elected by a majority vote at the last regular Board meeting of the year. The ~~term of office~~ Officer Term for each Officer is one (1) year and begins January 1 following his/her election and concludes December 31 of the term. Each Officer may serve in the same Officer position no more than two (2) consecutive Officer Terms in office. Following service as an Officer to the Board in the same Officer position via two consecutive terms, a Director may be nominated for additional service as an Officer to the Board in the same Officer position as previously held via consecutive terms no sooner than one calendar year from the expiration of the Director’s expiring term.”

Article IV, Sections 5 and 7 added wording to clarify roles of the officers. Article IV, Section 6, was completely rewritten.

“Article IV, Section 5. Vice Chair. In the absence or disability of the Chair, the Vice Chair shall perform the duties of the Chair. When so acting, the Vice Chair shall have all the powers and be subject to all the restrictions upon the Chair. The Vice Chair shall have such powers and perform such other duties prescribed for them by the Board of Directors or the Board Chair. The Vice Chair shall normally accede to the office of Board Chair upon the completion of the Board Chair’s term of office; Vice Chair shall take on intentional responsibilities as directed by the Chair to best prepare for the role of Chair.”

“Section 6. Secretary. The Secretary shall uphold the Board of Director meetings are in accordance with the law and these Bylaws. The Secretary shall serve on the Governance Committee and as an active conduit for communication between the Committee Chairs and the Executive Committee. The Secretary shall be responsible for proactively collaborating with Committee Chairs to set up committee meetings prior to each board meeting. The Secretary shall participate in the updating and certifying of the organization's Bylaw amendments and revisions. The Secretary shall keep or cause to be kept minutes of all meetings and actions of Directors and committees of Directors. The Secretary shall perform such other duties as may be prescribed by the Board of Directors or the Board Chair. The Secretary may appoint, ~~with the approval of the Board, a Director~~ a Director, Committee member or employee of TRSA person to assist in the performance of all or part of the duties of the Secretary.

The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of Directors and committees of Directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Board Chair. ~~The Secretary may appoint, with the approval of the Board, a Director to assist in the performance of all or part of the duties of the Secretary.~~”

Lucia asked whether it was the responsibility of the Board Secretary or the Chief of Staff to take meeting minutes. Mandy asked for her recommendation and Lucia said Chief of Staff. Michael DuPont suggested the bylaw language assign to the Secretary the responsibility for making sure that minute taking is delegated.

Article IV, Section 7. Treasurer. “The Treasurer shall be the lead Director for oversight of the financial condition and affairs of the corporation. The Treasurer shall oversee and keep the Board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other Directors or Officers, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors. The Treasurer shall be a member of the Finance Committee and shall perform all duties properly required by the Board of Directors or Board Chair. The Treasurer may appoint, with the approval of the Board a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the Treasurer.”

Article VI, Section 1(8) was moved to its own bullet and changed “Executive Committee” to “Officers of the Board”. “Article VI, Section 1(8) “add a non-Board member to committee without approval of the Officers of the Board ~~Executive Committee.~~”

Susan asked for discussion about applying the modified board term limits. She presented several options on how to effectuate change in the middle of board members' terms. She emphasized the committee isn't making any recommendations at this time; this topic is simply up for discussion for now.

Susan, Mandy, Cherie, Michael, Jonathan Townsend, Ray Vandiver, and Jacque Canady have been on the board since 2016. Lucia joined in mid-2017. The new language gives board members six years as the maximum years of service. Former members must sit out one year before they can come back in the eighth year. The maximum number of seats on the board is 25.

Several people served on the board before TRSA was officially its own 501(c)(3) at which time the organization started the official counting of years of board service. Currently, seven or eight board members are at the six-year point. With the new plan, 20 percent of the board will be turning over each year. Cheri and Susan will call each director to discuss what works for each individual. Mike Daniel said he supports the process outlined in the slide. Michael said he also supports the suggested process.

Danielle said the 2023 board slate will be presented at the November meeting. Susan said she and Cheri will have a conversation with each board member over the next two weeks regarding the slate. Board leadership has begun holding a quarterly leadership meeting for discussion and preparation ahead of the board meeting.

Mandy asked if the bylaws change would be voted on now or at the next board meeting. Susan said it will be sent out as an e-vote.

Mandy gave the Development and Communications Committee report. The committee is working on a communications strategy, which will be completed soon. The committee will leverage experts on the board and staff to help develop the strategy. The committee also developed a list of possible new committee members to begin recruiting. The plan will align its goals with the organization's strategic plan. Mandy began the development report by saying Flight Night giving is going well. The fundraising is ahead of the base goal, which is \$700,000 gross. Invitations will go out next week. Recruiting is beginning for a chair for the 2023 event. The plan is to have the 2024 chair on the 2023 committee.

Levi mentioned grant writing opportunities. For example, Kinder-Morgan Foundation is a new funder.

Levi indicated a final decision will be made by the end of the next week for the new development director position.

Danielle said annual board giving was currently at 54 percent. Mandy sent out the link to donate in the chat. Levi has a list if anyone has forgotten if they've given. Mandy emphasized it's important to have 100 percent board giving.

On behalf of the treasurer, Mike presented the Finance Committee report. The committee is working on its charter to move the Internal Affairs Committee responsibilities to the Finance Committee. Insurance coverage has been extended from July 2022 to July 2023 including workers comp and personal business property coverage, including the new furnishings.

The 2021 taxes and 2021 audit will be completed soon. Directors should watch for an email from Anne regarding conflicts of interest. An RFP has been developed for the 2022-2023-2024 audits. Mike suggested this process should be considered for inclusion in the bylaws.

Morse & Co are still working on the 1Q22 and 2Q22 financial statements.

Levi is considering the need to hire a part-time accountant/comptroller.

Levi indicated the financial information he is presenting is preliminary. The variations that stand out are capital campaign expenses that are now considered an asset rather than an expense. Susan said she is concerned about the lower operating cash in 3Q. Levi said renovation impacted the operating cash, but he's confident with the YOY carryover and Flight Night that operating costs will be fine. According to Levi, the decreased amount is closer to the standard for a nonprofit the size of TRSA.

Levi gave the Renovation Task Force's report. Red Dog Construction has not yet billed TRSA for the total cost. Lucia asked about the in-kind donation the company promised. Levi said those details will be included in the final invoice. With completion of the renovation, the task force was dissolved on July 29, 2022.

Danielle asked if there was any other business. She asked for a motion to ratify the e-vote. Mandy made the motion to ratify the e-vote. Susan seconded. Danielle asked for a motion to adjourn. Susan made the motion to adjourn and Mike Daniel seconded.

The meeting was adjourned at 5:33 p.m.

A handwritten signature in black ink, appearing to read 'Lucia Carballo Oberle', with a long horizontal stroke extending to the right.

Lucia Carballo Oberle – Board Chair

A handwritten signature in black ink, appearing to read 'Lynn Staggs', written in a cursive style.

Lynn Staggs – Chief of Staff

A handwritten signature in black ink, appearing to read 'Danielle Neves', written in a cursive style.

Danielle Neves – Board Secretary