

THE GO BIG FOUNDATION

BOARD MEETING MINUTES



MEETING DETAILS

January 2024
Tuesday, January 23, 2024
Location: Virtual
Virtual Meeting Link:
<https://meet.google.com/xcj-wgyz-nix>
Or Dial: (US) +1 321-465-4966
PIN: 816 830 747#

CALL TO ORDER

The Board of Directors of the G.O. B.I.G. Foundation held a regular meeting on 1/23/2024. The meeting was presided over by CPH. CPH also acted as secretary, taking minutes. CPH called the meeting to order at 8:36 PM.

ROLL CALL

CPH conducted an audible roll call. *A simple majority of the number of Board Members in attendance establishes a quorum. A quorum was present.*

Member Name	Position	Attendance
Dr. Crystal Pemberton Howe	President	Present
Erin Howe	Vice President	Present
LaChun Tiller	Secretary	Present
Manosh Mukerji	Treasurer	Present
Kenielle Albany	Director	Present
Elaine Liberato Jenkins	Director	Present
Antonio Jenkins	Director	Present

ATTENDANCE

Voting members in attendance:

- Dr. Crystal Pemberton Howe, Co-Founder & Chair (CH)
- Erin Howe, Co-Founder & Vice Chair (EH)
- LaChun Tiller, Secretary (LT)
- Manosh Mukerji, Treasurer (MM)
- Kenielle Albany, Member (KA)
- Elaine Liberato Jenkins, Member (ELJ)
- Antonio Jenkins, Member (AJ)

Members not in attendance: N/A

THE GO BIG FOUNDATION

BOARD MEETING MINUTES



Additional Attendees:

Joe Arakkal, Prospective Board Member (JA)
Daye Brake, Daye Brake Consulting (DB)

APPROVAL OF CURRENT MEETING AGENDA

Motion: AJ moved to approve the current meeting agenda. LT seconded the motion.

Discussion: There was no discussion regarding the motion.

Vote Result: By a voice vote, the motion carried.

Vote Count: All in favor/No abstentions

READING OF VISION AND MISSION STATEMENTS

AJ conducted a reading of both the vision and the mission.

APPROVAL OF PREVIOUS MINUTES

Motion: AJ moved to approve the previous meeting's minutes. KA seconded the motion.

Discussion: There was no discussion regarding the motion.

Vote Result: The motion carried by a voice vote (*viva voce*).

Vote Count: All in favor/No abstentions

PUBLIC COMMENTS

Public comments are a time for the community to provide feedback to the Board of Directors. For in-person meetings, attendees must sign up at the start of the meeting if they desire to give a public comment. Each community member is limited to three minutes of comment, with a total time of up to 30 minutes allotted to public comments. During remote meetings, attendees may add their public comments to the chat feature which will be sent directly to the Board of Directors. Board members will then share the comments with the meeting attendees for up to 10 minutes.

Public comments are also a time for the Board of Directors to listen to the feedback of the community. Board members cannot respond to public comments during the meeting. However, the Board recognizes that each stakeholder is a vital part of our community and will consider comments when making decisions, planning, providing feedback to the administration, and completing committee work.

No public comments were brought before the Board.

REPORTS OF OFFICERS

The President's report was presented by CPH.
The Vice President's report was presented by EH.
The Treasurer's report was presented by MM.
The Secretary's report was presented by CPH.

REPORTS OF COMMITTEES

N/A

THE GO BIG FOUNDATION

BOARD MEETING MINUTES



UNFINISHED BUSINESS

N/A

NEW BUSINESS

Prospective Board Members

Motion: KA moved to approve the membership of Joe Arakkal to the GO BIG Board. MM seconded the motion.

Discussion: There was no discussion regarding the motion.

Vote Result: The motion carried by a voice vote (*viva voce*).

Vote Count: All in favor/No abstentions

Motion: KA moved to approve the membership of Dr. Tieren Scott to the GO BIG Board. MM seconded the motion.

Discussion: There was no discussion regarding the motion.

Vote Result: The motion carried by a voice vote (*viva voce*).

Vote Count: All in favor/No abstentions

RTO 1 Resubmissions

Motion: KA moved to accept the RTO resubmissions as submitted. EH seconded the motion.

Discussion: There was no discussion regarding the motion.

Vote Result: The motion carried by a voice vote (*viva voce*).

Vote Count: All in favor/No abstentions

Auditing Firms and RFP

Motion: KA moved to table the review of the auditing firms pending the Board's review of the firm's proposals. EH seconded the motion.

Discussion: The Board discussed the timeline for identifying the auditing firm. The Board considered the potential need for a special meeting to vote on this item once proposals have been received.

Vote Result: The motion carried by a voice vote (*viva voce*).

Vote Count: All in favor/No abstentions

Facility Update

(CLOSED SESSION)

§ 143-318.11. Closed sessions.

(a) *Permitted Purposes.* - It is the policy of this State that closed sessions shall be held only when required to permit a public body to act in the public interest as permitted in this section. A public body may hold a closed session and exclude the public only when a closed session is required:

(4) *To discuss matters relating to the location or expansion of industries or other businesses in the area served by the public body, including agreement on a tentative list of economic development incentives that may be offered by the public body in negotiations, or to discuss matters relating to military installation closure or realignment.*

THE GO BIG FOUNDATION

BOARD MEETING MINUTES



Any action approving the signing of an economic development contract or commitment, or the action authorizing the payment of economic development expenditures, shall be taken in an open session.

(5) To establish, or to instruct the public body's staff or negotiating agents concerning the position to be taken by or on behalf of the public body in negotiating (i) the price and other material terms of a contract or proposed contract for the acquisition of real property by purchase, option, exchange, or lease; or (ii) the amount of compensation and other material terms of an employment contract or proposed employment contract.

Motion: AJ moved to enter a closed session to discuss our facility and negotiations regarding the facility. KA seconded the motion.

Discussion: There was no discussion regarding the motion.

Vote Result: The motion carried by a voice vote (*viva voce*).

Vote Count: All in favor/No abstentions

The Board entered into a closed session at 8:37 PM according to § 143-318.11(a)(5). The Board discussed the current facility options and the state of the negotiations regarding one of the facilities.

Motion: EH moved to exit close. AJ seconded the motion.

Discussion: There was no discussion regarding the motion.

Vote Result: The motion carried by a voice vote (*viva voce*).

Vote Count: All in favor/No abstentions

The Board exited the closed session at 8:53 PM.

Conflict of Interest (Realtor Services) - Kenielle Albany

Ms. Albany disclosed to the Board the nature of her proposed contract for services if she were to be hired as the Board's commercial realtor to assist with the execution of a lease agreement between GO BIG and the lessor of the facility under negotiation. She explained that the contract would remain in effect for nine months from the date of signing. She disclosed the amount of the payment she would receive for her services rendered should we close on the current facility under negotiation. She further disclosed that according to the terms of the proposed Letter of Agreement between the lessor and GO BIG, she would receive half of the payment for her services after six months of successful tenancy by the school, and the second half would be remitted after a full year of successful tenancy by the school. Ms. Albany explained that the payment for her services and the services of the lessor's agent would be covered by the lessor, not by GO BIG or The GO BIG Foundation.

Ms. Albany recused herself from the meeting for the Board to consider the nature of the conflict of interest.

Motion: AJ moved to accept Ms. Albany's contract for services for the next nine months **with full knowledge and disclosure of the conflict of interest that exists for Ms. Albany**. MM seconded the motion.

THE GO BIG FOUNDATION

BOARD MEETING MINUTES



Discussion:

The Board reviewed the Conflict of Interest and Nepotism policy. CPH reminded the Board that, following the full disclosure of a possible conflict of interest or any condition listed above, the Board of Directors is to determine whether a conflict of interest exists and, if so, the Board can vote to authorize or reject the transaction. She explained that the vote must be a majority vote made without counting the vote of Ms. Albany as the interested director.

The Board discussed the nature and extent of the conflict of interest that exists for Ms. Albany as a member of GO BIG's Board of Directors. The Board reviewed the contract of services in full. The Board found the terms of service to be reasonable. The Board especially appreciated Ms. Albany's willingness to delay receipt of the first and second halves of her payment for services from the lessor. The Board discussed its previous efforts to secure a facility over the past two years with the assistance of other commercial realtors. The Board agreed that Ms. Albany's *pro bono* efforts since the onset of her term on the Board had led the Board to make significant progress with securing a facility. The Board thought the terms of Ms. Albany's contract through Coldwell Banker Residential Brokerage were reasonable and fair for the services to be rendered. The Board also appreciated that Ms. Albany's payment for services would not be made by the school or The GO BIG Foundation but rather by the lessor.

As an interested party, Ms. Albany did not participate in the discussion.

Vote Result: By a voice vote (*viva voce*), the motion carried.

Vote Count: All but one member in favor/0 opposed/1 abstention [Ms. Albany abstained from voting.]

Letter of Engagement - Lisa Gordon Stella

Motion: AJ moved to accept Ms. Gordon Stella as our legal representation until we come back again to discuss our legal needs at a later date and time. KA seconded the motion.

Discussion: There was no discussion regarding the motion.

Vote Result: The motion carried by a voice vote (*viva voce*).

Vote Count: All in favor/No abstentions

CAS E-Rate Services

Motion: EH moved to accept the e-Rate services from CAS. AJ seconded the motion.

Discussion: There was no discussion regarding the motion.

Vote Result: The motion carried by a voice vote (*viva voce*).

Vote Count: All in favor/No abstentions

Marketing and Enrollment Updates

Daye Brake of Daye Brake Consulting Agency presented updates regarding marketing and enrollment. Daye will provide the presentation of the market analysis for the Board's continued review and consideration.

THE GO BIG FOUNDATION

BOARD MEETING MINUTES



Regarding payments for Daye Brake's services, the Board will complete individual payments and send them directly to Daye via CashApp or Zelle. A form will be created for members to complete, and Daye will provide each member with a receipt.

Funding Updates - N/A

Review of Contracts - N/A

Committee Assignments - N/A

ANNOUNCEMENTS

CPH provided the Board with the following announcements:

- The Board is seeking additional Board members with the following areas of expertise:
 - Grant writer
 - Social media manager
 - Legal expert
 - Human resource expert
 - STEM education expert
- Next RTO training session ("Our School Opens in 7 Months! Now What?")
 - Tomorrow, January 24th, 8:15 AM - 4:00 PM
 - In-person at NCDPI (Raleigh, NC)
 - [Agenda](#)
 - 11:30 AM lunch at NC Museum of Natural History

ADJOURNMENT

Motion: EH moved to adjourn the meeting. EH seconded the motion.

Discussion: N/A

Vote Result: The motion carried by a voice vote (viva voice).

Vote Count: All in favor/No abstentions