



Board Meeting Agenda
November 15, 2023 – 4pm to 5:30pm
Board Social to Follow until 6:30pm
Hybrid Meeting In-Person at PENCIL or via Zoom

- Welcome and Introduction 5 minutes Hasina Mohyuddin
- Reflection and sharing on gratitude
- Strategic Growth – Facilities 20 minutes Kfir Alexandroni & Kirsten Dodson
- Creating a workplan to assure facilities meet PENCIL Box expansion needs*
1. Reminders of our facility challenges
 2. Pizzuti team to share key elements learned through their constituent interviews
 3. Small group discussions on our future facility
 4. Overview of next steps in our facilities process
- Review of Minutes 5 minutes Perry Moulds
1. **Approve minutes from the August board meeting.**
 2. FYI on Executive Committee actions since our August meeting
 - a. Approved making an employment offer to our new CEO
- Treasurer's Report 5 minutes Jose Ferreira
1. FY23 Audit and Tax Return – available on hidden board page of PENCIL website
 2. YTD financial statements through October 31, 2023
 3. **Seek a vote to Board Designate \$5,000 of a \$20,000 investment from The Enchiridion Foundation for a Cabaret Host sponsorship to support the Angie Adams Endowment Fund**
- CEO Transition 10 minutes John Doerge & Hasina Mohyuddin
- Investing in staff leadership and assuring a solid organization infrastructure as we transition our CEO*
1. Recognize the six board members who were the Selection Team
 - o Olivia Hill, Nicole Keefe, Kendrick Robinson, Robyn Williams, John Doerge, and Hasina Mohyuddin
 2. Overview of onboarding plan and timing
 3. Reminders of our staff retention work
 - o One team member took Paid Sabbatical; another team member is on the calendar for Sabbatical
 - Opportunities for different team members to take on new tasks in their absence
 - o One team member used Paid Family Leave
 - o No financial repercussions to both the Sabbatical and Paid Family Leave plan to date, but building in dollars to support future efforts in FY25 budget

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- c. Set Benchmarks for each KPI
 - d. Approve departmental dashboards showing KPIs
2. Next Steps: Finalize KPIs and set benchmarks for FY25

ENGAGEMENT OPPORTUNITIES

November 30 and December 1 – 8am-1pm Holiday Card Signing at PENCIL

February 21st – Board Meeting – 8 to 9:30am at an MNPS school

May 8th – Board Meeting - 8 to 9:30am at PENCIL and via Zoom

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Board Meeting Minutes
August 30, 2023 - 8:00 to 9:30am
Hybrid Meeting In-Person at James Lawson High School or via Zoom

In attendance: Hasina Mohyuddin, Robyn Williams, Jose Ferreira, Chuck Abbott, Brittany Adams, Kfir Alexandroni, Dr Adrienne Battle, Liberty Berman, Herbert Brown, Christiane Buggs, Leslie Cowell, Kenny Crapse, Kason Davis, Kirsten Dodson, John Doerge, Todd Figler, Robert Fisher, Ryan Flanagan, Jessie Garcia Knowles, Elizabeth Garza Bumpas, Jacky Gomez, Emily Gruening, Lila Hall, Nicole Hamilton, Mike Harris, Rachel Hawksworth, Olivia Hill, Meredith Jones-Long, Nicole Keefe, Devis Lintzenich, Johari Matthews, Connor McCormick, Blake McDaniel, Normal Merrifield, P. Danielle Nellis, Tanishka Parker, Brandyn Payne, Wes Payne, Kendrick Robinson, Yanet Rodriguez, Jessica Turcasso, Jennifer Wade, Juan Williams Sr.

Staff: Angie Adams, Bob Kucher, Kelly Rolf, Jane Meneely, Olivia Blake, Skylar Coakley, Kiley Johnson, Michael Rossi, Zoe Trageser, Alayna Cate, Holly Hoffman, Robert Moxley, Cait Guszowski Gonzales

Guests: Pizzuti via Zoom: Patrick Katzenmeyer

Welcome and Introduction - Hasina Mohyuddin

- Welcome from Dr. Stephen Sheaffer, Principal of Lawson High School
- Emerging Leaders Board reminder – ELB members are on our committees; we share with them how to be a good governing board member; they share their fresh perspectives with us as they develop their board and public school knowledge

Strategic Growth – Facilities - Kfir Alexandroni & Kirsten Dodson

Creating a workplan to assure facilities meet PENCIL Box expansion needs

- Kfir introduced and welcomed Pizzuti Solutions Team – virtually
- Save the date for September 27th and 28th for design charette sessions with key constituents

Review of Minutes - Meredith Jones-Long

- **Meredith presented the minutes from the May board meeting and asked for any edits. No edits were suggested. Wes Payne motioned to approve the minutes. Norman Merrifield seconded the motion. Approved unanimously.**
- Meredith shared Executive Committee actions since our May meeting
 - Approved two policies to add to Employee Handbook - Political Policy and Sabbatical Policy
 - Approval to use \$73,150 of Board Designated Staff Retention fund for FY23 expenses

Development, Marketing, and PR - Meredith Jones Long, Kendrick Robinson & Nicole Keefe

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Growing deeper and more philanthropic relationships while using first person story telling

1. Kendrick shared the status on FY24 Board Investments – celebrated 100% participation with “champagne” toast.
2. Nicole celebrated Back to School Breakfast success– asked for feedback on the event to impact 2024 event
 - a. Special thanks to co-chairs and board members Todd Figler, Jacky Gomez, Jacqui Hayes
 - b. Feedback on the event included: excitement in sharing all PENCIL does outside of just PENCIL Box, curious if next time we can create more messaging about the downstream impact of PENCIL, emphasis that we outweigh the false narrative around MNPS success, and overwhelming support for the diverse networking group present at breakfast.
3. Major Donor Thank You event on Sept. 20, seeking high participation; make your own leather item at Hip Hues studio

Treasurer’s Report - Jose Ferreira

1. **Financial Statement Notes – FY23**

- a. After the \$73,000 from the Board investment Fund was added to Revenues for FY23, we had a balanced budget at the completion of FY23. Revenue exceeded our targets by \$165K, but so did our expenses due to investing in staff retention. Kraft CPAs is actively working on our audit, so we’ll present those results to you in November.

2. **Financial Statement Notes – July 2023**

a. **Balance Sheet**

- i. Just for clarification, the negative Cash balance in the Temporarily Restricted Fund indicates that PENCIL has spent grant restricted funds related to our grant from the Tennessee Department of Education and is awaiting reimbursement.
- ii. You’ll notice more than \$500,000 in Temporarily Restricted receivables, which are funds due from TDOE for the Connected Literacy program. When those funds are received, we turn around and pay down our liabilities from MNPS.
- iii. PENCIL’s investments are still over \$1 million.
- iv. Similarly, our short-term liabilities are high to reflect payments due to MNPS pending TDOE payments due to us.

3. **State of Revenues and Expenditures**

- a. Off to a strong start with Revenues exceeding our Expenses by over \$400,000, which is \$25,000 ahead of our budget
- b. Please note that the negative budget variance in Board Giving is simply a reflection of some of us taking a bit longer to make pledge commitments. And many board members will be making monthly recurring gifts throughout the year.
- c. Foundation and Corp Gifts is up due to a handful of unbudgeted grants received from several different foundations.

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- d. Personnel is up slightly due to a staff member who is typically paid by the TDOE grant being paid fully by PENCIL for July along with PTO payout for an employee who exited during July.
- e. Equipment is a timing issue – due to a shift in process and staff, our copier rental invoices were delayed resulting in 3 months of rental paid in July.
- f. Professional Services variance is due to a timing issue – we expected an invoice for our audit in July.
- g. Staff Development & Community Events budget shifted in July due to two staff members accepting a last-minute invitation to present at a national conference in Orlando.
- h. Fees & Bank Charges are up due to interest charges on our Line of Credit for July. We do not anticipate needing to tap into the line of credit again so this should be the final interest charge.

Board Engagement - Kaitlyn Jones & Blake McDaniel

Building a diverse and engaged community of public education advocates

- 1. May board satisfaction survey results; will complete again in November
 - a. Low participation but positive results
- 2. Final results on FY24 board demographics
 - a. Do we consider adding other demographics targets for membership, like someone living with a disability since 9.5% of MNPS students live with a disability?
 - i. Consensus on tracking this demographic; Noted that if/when this is completed we should have this person's input on the facilities committee.
- 3. Consider November board meeting at 4pm at PENCIL with board social to follow.
 - a. Survey presented and results confirm November meeting will be held at 4pm with social event to follow.
- 4. Conflict of Interest Policy and Statements – final CoIs gathered on site and via email.

MNPS Engagement and Support - Jacky Gomez & Devin Lintzenich

Using technology to link school needs with community volunteers

- 1. Hillwood Partner Report – Highlighting Lawson's PENCIL Partnerships
- 2. PENCIL Connect Moment – Johari Matthews
 - a. PENCIL Staff (primary: Mike Rossi) is making engagement quick and easy to volunteer on your own terms.
 - b. Goals: Reach 100 events and 75 schools this year as a board
 - c. Call to action: Use QR code in handout to download PENCIL Connect app and Mike can help you customize your offerings. There are also links in Board portal to facilitate your companies and affiliations involvement at volunteer opportunities.

CEO Transition- John Doerge

Investing in staff leadership and assuring a solid organization infrastructure as we transition our CEO

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1. Update on search and key elements for engagement
 - o “Ted Talk” with final candidates available early October
 - o Goal is to make offer by October 31 with new CEO to start January 1
 - o Angie remains in place through early/mid-February (longer if necessary)
2. Establish workplan/timeline for a smooth CEO transition spring/summer 2024
3. Continuing to focus on staff retention as well as finalizing our documentation of all key business practices

CEO Thoughts - Angie Adams

Reflections on how far PENCIL has come over Angie’s 8 year tenure.

- Key Wins of the last 8 years:
 - o PENCIL is a direct appropriation of \$100k from the mayor’s budget.
 - o PENCIL has significant increased financial support from MNPS
 - o Connected Literacy team (our state grant) recruited over 30 retired teachers to serve as tutors coming on this year.
 - o PENCIL had a \$9m impact on MNPS during FY23 and that doesn’t even include the value of volunteer hours.
 - o PENCIL had the largest event in its history at the Back to School Breakfast – thanks given to our fearless staff during a challenging week!

Tour of Lawson High School with Academy Ambassadors

30 minutes

Consent Agenda Items

Diversity, Equity, and Inclusion Journey

Olivia Hill & Emily Gruening

Continuing to develop and implement best practices for an inclusive, supportive environment

- DEI work plan overview
 - o Finalizing KPIs for internal data tracking
 - o Compiling internal competencies
 - o Conducting internal staff survey

Strategic Growth - Data

Robyn Williams & Shani Dowell

Creating data dashboards accessible to staff and Board to monitor key performance metrics.

1. Review of Goals:
 - a. Define key performance indicators across all departments
 - b. Document processes for tracking KPIs
 - c. Set Benchmarks for each KPI
 - d. Approve departmental dashboards showing KPIs
2. First Meeting – August 10th
3. Next Steps: Internal review of KPIs for Sub-committee approval

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ENGAGEMENT OPPORTUNITIES

September – Major Donor Thank You Dinner

November 2nd – 7:00am – Principal for a Day

November 15th – Board Meeting – 8:00am to 9:30am at PENCIL and via Zoom

February 21st – Board Meeting – 8 to 9:30am at an MNPS school

May 8th – Board Meeting - 8 to 9:30am at PENCIL and via Zoom

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Statement of Revenues and Expenditures

10 - Unrestricted

From 10/1/2023 Through 10/31/2023

(In Whole Numbers)

	Current Period Actual	Current Period Budget - Original	Current Period Budget Variance - Original	Current Year Actual	YTD Budget - Original	YTD Budget Variance - Original	Total Budget - Original
Revenues							
Government Grants	31,924	0	31,924	88,670	75,000	13,670	300,000
United Way	5,083	5,083	0	20,333	20,333	0	61,000
Individual Giving	20,823	19,100	1,723	161,332	169,250	(7,918)	320,500
Board Giving	3,141	3,141	(0)	29,712	19,113	10,599	68,274
Foundation & Corporate Gifts	12,500	106,000	(93,500)	422,762	523,500	(100,738)	822,500
Special Events	1,000	8,500	(7,500)	135,585	108,000	27,585	445,200
Program Project Funding	0	12,500	(12,500)	150,339	141,750	8,589	173,000
Interest & Investment Income	218	0	218	1,180	0	1,180	38,772
Board Design. Released for O...	0	0	0	0	0	0	20,000
Earned Revenue	0	4,000	(4,000)	2,876	5,500	(2,624)	10,500
Miscellaneous Revenues	0	0	0	1,268	0	1,268	0
Total Revenues	74,690	158,324	(83,635)	1,014,057	1,062,446	(48,390)	2,259,746
Expenses							
Personnel	125,716	130,589	4,874	468,255	491,859	23,604	1,693,204
Equipment	4,162	2,605	(1,557)	41,503	35,592	(5,911)	73,782
Travel	239	315	76	3,094	1,470	(1,624)	4,600
Professional Services	12,056	11,491	(565)	67,637	58,400	(9,237)	125,380
Program Expenses	2,090	3,613	1,522	91,984	102,220	10,236	138,125
Supplies	475	300	(175)	1,821	1,200	(621)	3,600
Facility Expenses	3,032	4,235	1,203	13,631	19,530	5,899	51,825
Communications	3,233	1,405	(1,828)	9,062	8,195	(867)	23,315
Commercial Insurance	916	916	0	11,091	12,272	1,181	18,226
Staff Dev. & Community Events	1,369	3,467	2,098	5,933	7,317	1,384	19,194
Donor Cultivation	26	975	949	178	2,725	2,547	5,475
Event Expenses	295	5,660	5,365	26,646	31,060	4,414	87,260
Fees & Bank Charges	2,544	300	(2,244)	7,825	3,500	(4,325)	15,760
Miscellaneous Expenses	4	0	(4)	112	0	(112)	0
Total Expenses	156,157	165,871	9,714	748,772	775,340	26,568	2,259,746
Revenues Over/(Under) Expenses	(81,467)	(7,547)	(73,921)	265,284	287,106	(21,822)	0

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Balance Sheet - Board
As of 10/31/2023
(In Whole Numbers)

	Unrestricted	Board Designated	Temporarily Restricted	Permanently Restricted	Total
Assets					
Current Assets					
Cash & Cash Equivalents	271,687	(24,320)	18,906	482	266,755
Accounts & Pledges Receivable	54,994	0	304,367	2,404	361,766
Inventories	808,736	0	0	0	808,736
Investments	4,467	736,851	19,774	418,585	1,179,677
Prepaid Expenses	38,775	0	0	0	38,775
Total Current Assets	1,178,659	712,530	343,047	421,471	2,655,708
Long-term Assets					
Property & Equipment	197,401	0	0	0	197,401
Endowment at CFMT	0	54,875	0	0	54,875
Total Long-term Assets	197,401	54,875	0	0	252,277
Total Assets	1,376,060	767,406	343,047	421,471	2,907,985
Liabilities					
Short-term Liabilities					
Accounts Payable	26,085	0	44,509	0	70,594
Deferred Revenue	0	0	0	0	0
Payroll Liabilities	25,667	0	16,908	0	42,575
Total Short-term Liabilities	51,752	0	61,417	0	113,169
Long-term Liabilities					
Notes Payable	0	0	0	0	0
Total Long-term Liabilities	0	0	0	0	0
Total Liabilities	51,752	0	61,417	0	113,169
Net Assets					
Beginning Net Assets	1,059,024	929,314	518,862	420,405	2,927,604
Current YTD Net Income	265,284	(161,908)	(237,231)	1,066	(132,788)
Total Net Assets	1,324,308	767,406	281,631	421,471	2,794,816
Total Liabilities and Net Assets	1,376,060	767,406	343,047	421,471	2,907,985



PENCIL
Public Education Needs Community Involvement and Leadership

Facility Committee – Executive Summary of Pizzuti Report

What challenges are we trying to address with a new facility?

1. Our current lease expires October 2027.
2. Our work is often challenging because our building wasn't designed to support the work we do.
3. We don't actually control our long-term future because we are renters, not owners, of our space.
4. Our space isn't as functional as it could be for how our staff work.
 - a. The loading dock is adjacent and open to our front door.
 - b. Loading the delivery van isn't easy or efficient, particularly in inclement weather.
 - c. Space are officing above a very active, loud warehouse.
 - d. We have limited private meeting spaces.
 - e. We have limited room to manage product as our inventory model has shifted (huge loads of a single product, thus needing to reconfigure product and ship it to other teacher resource centers)
5. We have limited ability to host constituents in our space and also host volunteers to accomplish needed work.

Key elements in Pizzuti's report:

1. Matches all existing amenities of our current facility
2. Drive in space for vans for easy loading/unloading
3. Workstations for 28 staff members (continue our open workspace concept, however no longer opens to the warehouse)
4. Dedicated reception space to welcome volunteers and visitors
5. "Phone booth" work spaces for private work
6. Lactation/meditation/prayer room to support staff needs
7. 3,500 sq/ft retail space for DG PENCIL Box
8. 2,000 sq/ft dedicated volunteer workspace
9. Staging space beside dock door to reconfigure pallets of product
10. Multipurpose room to seat 350 theatre style or 180 seated at tables
 - o Allows us to host all MNPS Principals for their monthly professional development sessions
 - o Allows us to host large numbers of MNPS teachers for PD sessions (MNPS struggles to find space to accommodate these large gatherings)
 - o Allows us to host the Ford NGL opening sessions (3-4 times per year)
 - o **A multipurpose room of some size would be needed to allow us to host board meetings while also hosting volunteer groups**
11. Parking for +/-200 (max number of MNPS guests and PENCIL staff)
12. Need 2-4 acres depending on size of Multipurpose room and number of parking spaces

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Public Education Needs Community Involvement and Leadership

Questions we want you to provide feedback on today:

1. What do you dream of seeing when you walk into the new PENCIL facility?
2. What kind of unique features might we include in the new PENCIL facility? (Green roof, solar panels, outdoor dining space, etc.)
3. How might we ensure that everyone who enters the facility (staff, volunteers, and teachers) feels excited about PENCIL's mission?

Next steps:

1. Refine the elements in the Pizzuti report to capture our needs – now through Spring 2024
2. Secure an architectural partner for the project - Spring 2024 to December 2024
3. Identify options (land or existing buildings) – Spring 2024 to December 2024
4. Establish conceptual budgets (for the construction and the capital campaign)
5. Consider a Feasibility Study – January to March 2025
6. Create Development Tools - January to March 2025
7. Secure Campaign Leadership – March to June 2025
8. Secure Campaign Staff – March to June 2025
9. Running the Fundraising Campaign – July 2025 to December 2027
10. Managing the Construction/Renovation Project – March 2026 to October 2027

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Board Demographics

	FY22	FY23	FY24	FY25 Goals	MNPS Students
Male	50%	46%	41%	50%	
Female	50%	54%	59%	50%	

Black Members	23%	30%	33%	38%	39%
Hispanic/Latino Members	4%	5%	8%	16%	32%
Other Members	4%	4%	6%	6%	5%
White Members	69%	61%	52%	38%	24%

5% increase = 3 new members; retain current members

8% increase = 5 new members; retain current members

English as a Second Language	3%	9%	8%	13%	23%
Members with a Disability				2%	10%

5% increase = 3 new members; retain current members

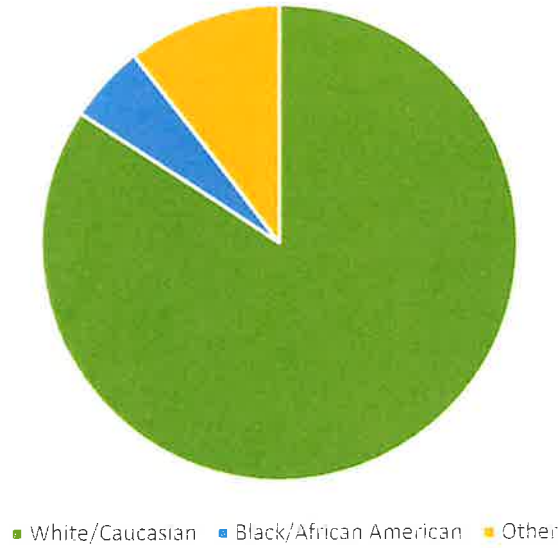
2% increase = 1 new member



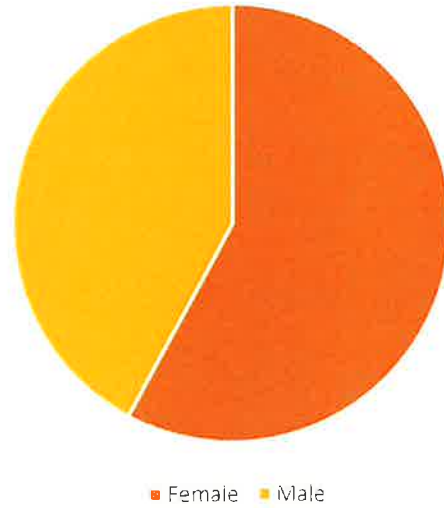
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PENCIL STAFF DEMOGRAPHICS 2023 (last updated 11.10.23)

Staff Ethnicity



Staff Gender



Staff MNPS Relationships

