**Promise Academy Board of Directors Meeting Minutes**

**Meeting Details -** Wednesday, February 1, 2023, 9:00 am, Ontario Room, 8757 W. Emerald St., or via Teams for those unable to attend in person.

**These minutes were amended as directed by the Board at a meeting convened on February 15, 2023. Amendment is printed in red, below.**

**Call to Order**

* Meeting was called to order at 9:18 by Scott Curtis, Board Chair
* Attendees:
  + Scott Curtis, Board Chair
  + Rick Alis, Board Secretary
  + Kim Thomas, Board Treasurer
  + Rick Hale, Promise Academy School Leader, Guest
  + Susan Visser, Regional Director, Hands of Promise Campus, Guest
  + Deborah Imbrogno, Executive Director, Residential Center for Healing and Resilience

**Approval of Agenda**

* There were two proposed additions to the Agenda:
  1. Approval of draft Promise Academy (PA) Policies required for federal funding
  2. School Leader Update
* Director Alis moved that the Agenda for this meeting, as amended, be approved; Director Thomas seconded the motion; the motion passed unanimously.

**Approval of Minutes from 9/22/23 Meeting**

* There was one proposed addition/correction to 9/22/23 minutes:   
  Discussion of draft PA Policies. Board members agreed to review the draft policies individually and provide feedback to the School Leader. School Leader was to update draft policies to incorporate feedback from the Directors. Directors to be prepared to discuss and approve draft policies at next Board Meeting.
* Director Thomas moved that the Minutes for this meeting, as amended, be approved; Director Alis seconded the motion; the motion passed unanimously.

**Old Business**

1. IRS request for additional information re: PA 501(c)(3) application:

* By letter dated January 26, 2023 (copy attached), the IRS directed 3 actions regarding PA’s 501(c)(3) application:
  1. Submit a signed declaration attesting that the PA reply to the IRS letter contains all relevant facts relating to the IRS requested actions and are true, correct, and complete.
  2. File an amendment to the purpose and dissolution clauses of the PA Articles of Incorporation with the appropriate state agency so that those provisions conform with organizational test of IRC Section 501(c)(3). Suggested language was included in the referenced IRS letter, which also included an attestation that the PA Articles of Incorporation have been amended.
  3. Provide a copy of PA’s state approved charter.
* Item 1) will be completed by the Board Chair and submitted by the School Leader when all required actions are completed.
* Item 2)
  + The IRS-suggested revision to the Purpose clause in the PA’s Articles of Incorporation is acceptable and will be included in an Amendment application to the Secretary of State.
  + Director Alis to review the IRS-suggested revision to the Dissolution clause in the PA’s Articles of Incorporation to determine if it can be substituted from the language proposed as consistent with Idaho law regarding charter schools. Alis will propose suitable language for the required amendment. Board Chair will sign the required attestation once the amendment has been filed.
* Item 3) is ready for return to the IRS.

**New Business**

1. Approval of draft PA policies:

* These policies **(Added by Amendment: Policy #s 1000, 1200, 1230, 4700, 5370, 7000, 7218, 7085, 7051 pr1, 7060, 7046, 7450, 7072, 7073, 7320, 7320 P, 7077, 7077 part 1, 7077 part 2)** were previously distributed to the Board Directors by the School Leader for review and comment by the Directors.
* All identified changes have been made.
* There was brief discussion:
  + Clarifying that the draft policies were those that affect federal funding;
  + That the School Leader continues to work identifying Idaho Youth Ranch policies that will apply to PA employees; and
  + The appropriate header information to be included on each policy.
* Director Thomas moved that the draft policies be accepted; director Alis seconded; the motion passed unanimously.

1. Review of role of Middleton School District (MSD) (held over from last meeting): 
   * Director Thomas asked what actions the Middleton School Board approves vs. what the PA Board will approve.
     + MSD is the authorizing agency for PA.
     + PA reports to MSD on school goals identified in the PA charter Certificate.
     + MSD has no role in directing PA operations; its only sanction is to decide that it will no longer authorize PA as a charter school.
2. School Leader Update:
   * School Leader Hale reported:
     + All required actions are on track.
     + Draft calendar for the first school year is posted.
       - Calendar shows 231 days of student contact by teachers vs about 190 days for traditional “year around” schools.
       - Hale is seeking feedback from experts re: willingness of teachers to work these extended hours.
       - Hale indicated need to scrub the summer school budget re: teacher salaries.
       - Hale reported he is working budget issues with BLUUM with a goal of submitting the school budget to the PA Board in February.

**Other Items**

1. None.

**Adjournment -** The meeting was adjourned at 10:00 am