**Promise Academy Board of Directors Meeting Minutes**

**Meeting Details**

* September 22, 2022, 2:00 pm
* Boise, ID, via Teams

**Call to Order**

* Meeting called to order at 2:04 pm by Scott Curtis, Board Chair.
* Attendees
* Scott Curtis, Chair
* Richard Alis, Vice Chair & Secretary
* Kimberly Thomas, Treasurer
* Susan Visser, Guest
* There were no absentees.

**Approval of Minutes**

* Director Thomas moved to approve the minutes from the August 31, 2022, meeting; Director Alis seconded. Discussion to add approval of the meeting agenda as part of each board meeting agenda; motion passed unanimously.

**Approval of Meeting Agenda**

* Director Curtis requested that Review of the Role of the Middleton School District Relating to Promise Academy be added to the meeting agenda.
* Alis moved to approve the meeting agenda, as amended; Thomas seconded; no further discussion; motion passed unanimously.

**Old Business**

1. Proposed Bylaws for Promise Academy

* Additional Articles proposed at August 31 meeting:
* Conflict of Interest provision added to draft Bylaws.
  + Alis to review sample conflict of interest policy provided with 501(c)(3) application and compare with IYR Conflict of Interest Policy and draft appropriate policy for Promise Academy.
* Annual audit provision added to draft Bylaws.
  + - Change draft provision from “annually” to “as required by Idaho law.”
    - Additional discussion of:
* Timing of financials & initial audit
* Impact of potential grant for start-up costs
  + - Insurance provision – There is no such provision in IYR Bylaws, and Board declined to add it to draft Bylaws.
* Alis to investigate insurance implications of Promise Academy being a separate entity from IYR to avoid unnecessary duplication of coverage for the two entities.
  + Questions about Bylaws posed by Directors at August 31 meeting:
    - Article 2.1 – The Board declined to specify delegations General Powers.
    - Article 2.1(A) – The Board determined that it could not delegate the power to hire and fire school employees to the School Leader. However, the Board can accept the recommendations of the School Leader in such circumstances.
    - Article 2.8 – The Board directed adoption of the provisions from IYR Bylaws describing the membership and functioning of committees.
    - Article 3.2 – The Board determined that the draft Bylaws provision providing for one annual meeting and no less than 3 regular meetings per year should be adopted. If it is later determined that more frequent meetings are required, the Bylaws will be amended.
    - Article 3.3 – The Board determined that special meetings of the Board may be called by the Board Chair, or by a majority of the directors.
    - Numbering errors in Article 3 were corrected.
    - Article 3.12 – The Board determined it would make notice of meetings, meeting agendas, and meeting minutes available to the public by posting at the site of the meeting and electronically on the Promise Academy website or other social media platform.
  + Director Alis moved that the Bylaws, as amended, be approved; Thomas seconded; there was no further discussion; the motion was approved unanimously.

**New Business**

1. Presentation and review of Promise Academy’s 501(c)(3) application – Susan Visser
   * Time did not permit this matter to be reviewed.
   * Visser to distribute the application to the directors via email for review and discussion at the next Board meeting.
2. Review of the role of the Middleton School District vis-à-vis Promise Academy.
   * Time did not permit this matter to be reviewed.
   * Will be placed on the agenda for the next Board Meeting as New Business.

**Adjournment**

* The meeting was adjourned by Scott Curtis, Chair, at 3:04 pm.
* The next Boardmeeting has not yet been scheduled.
* Minutes of this meeting will be distributed to all attendees for review prior to the next meeting of the Board.