

MINUTES

PATHWAYS IN EDUCATION-WEST ADA, INC.
An Idaho Nonprofit Corporation

**BOARD OF DIRECTORS
REGULAR MEETING**

June 10, 2025

Zoom Dial-in: 1-699-900-6833
Zoom Meeting ID: 823 0382 9867

Meeting Location: Teleconference only

A regular meeting of the Board of Directors (“Board”) of Pathways in Education-West Ada, Inc., an Idaho nonprofit corporation (“PIE-WA” or the “School”), was held via teleconference on June 10, 2025 pursuant to the Notice of meeting forwarded to the Directors in compliance with the corporation’s Bylaws.

OPEN SESSION

1. Call to Order

The meeting was called to order at 1:37 P.M. (PT) | 2:37 P.M. (MT) by Jamie Donahue, President of PIE-West Ada, Inc.

2. Welcome and Roll Call

The following Directors, constituting a quorum of the Board, were present:

Ms. Katie Rhodenbaugh
Dr. Drey Campbell
Dr. Jesse Buchholz
Dr. Dustin Barrett
Dr. Christina Linder (Virtual)

The following individuals also identified themselves as being present:

Jamie Donahue
Dr. Kristi Duenas
Leslie Lehnertz
Wendy Gillespie
Levik Mansourian
Connie Li
Melissa Bauer
Janel Lee
Susan Fischer
Michelle Won

3. Public Comment on Items Not on the Agenda

Ms. Donahue stated members of the public may address the Board on non-agenda items that are within the subject matter jurisdiction of the Board. Speakers may be called in the order that requests are received, or grouped by subject area. Members of the public were asked to limit comments to two (2) minutes with no more than fifteen (15) minutes per single topic so that as many people as possible may be heard. By law, the Board is allowed to take action only on items on the agenda. The Board may, at its discretion, refer a matter to School staff or calendar the issue for future discussion.

There were no comments by members of the public.

4. Items for Information and/or Action

A. Approval of Minute(s)

A.1 Minutes of May 12, 2025

Dr. Buchholz moved to approve the Minutes of the May 12, 2025 Board meeting. Ms. Rhodenbaugh seconded. The motion passed by Dr. Buchholz, Dr. Campbell, Ms. Rhodenbaugh, Dr. Barrett, by roll call vote, and abstained by Ms. Linder.

B. Information Item(s)

B.1 PIE-WA School Update

Ms. Lehnertz presented the PIE-WA School Update. Ms. Lehnertz reported that PIE-WA concluded the school year with an enrollment of one hundred ninety-two (192) students. She shared highlights from two (2) major events—Prom and the Class of 2025 graduation. Prom was jointly hosted by PIE-WA and Pathways in Education-Nampa, Inc. (“PIE-Nampa”) at the Courtyard by Marriott in Meridian. The event saw record attendance, with approximately one hundred sixty-two (162) students and guests, and twenty (20) staff members. Themed “Meet Me at Midnight,” the venue was elegantly decorated, and students were able to request music via QR code. Staff participation on the dance floor was well-received by students, contributing to a highly successful and memorable event. The Class of 2025 graduation was a combined ceremony for PIE-WA and PIE-Nampa, held at the Brandt Center at Northwest Nazarene University. Ms. Lehnertz thanked the Board members who attended. The ceremony included the signature floral presentation, in which graduates honored three (3) individuals who supported them, and featured student speakers from both schools. PIE-WA graduated nine (9) students, achieving a one hundred percent (100%) graduation rate for its internal cohort. Graduation requirements included forty-six (46) credits, ten (10) community service hours, a civics exam, and a senior project. The ceremony took place on May 29, 2025, and was described as a meaningful and well-attended event.

Ms. Rhodenbaugh commented that the event was truly special and praised Michael Stumph, Assistant Principal, for his strong rapport with the students, noting that his positive energy and attitude were clearly evident. She affirmed the decision to have him lead the graduation ceremony.

B.2 PIE-WA Board Meeting Calendar for Fiscal Year 2025-2026

Ms. Donahue presented the PIE-WA Board Meeting Calendar for Fiscal Year 2025-2026. Ms. Donahue noted the Board Relations team would coordinate with the Board members for their availability during the designated meeting months. The annual June Board Conference dates were shared with the Board, and they were asked to save the dates. There were no comments or questions from the Board.

C. Action Item(s)

C.1 PIE-WA Final Budget for Pathways in Education-West Ada, Inc. for Fiscal Year 2025-2026

Ms. Li presented the PIE-WA Final Budget for Pathways in Education-West Ada, Inc. for Fiscal Year 2025-2026. Ms. Li noted that since there have been no changes to the budget following the May 2025 Board meeting, the final budget remains the same as the proposed version previously presented to the Board. At the May meeting, PIE-WA projected total revenue for the 2025–2026 school year to be \$2,663,141, with total projected expenses of \$2,443,127. This results in an excess revenue of \$220,014. Additionally, PIE-WA has depreciation and interest expenses totaling \$115,194. After accounting for depreciation, the net excess revenue is \$104,820. There were no questions from the Board.

Ms. Rhodenbaugh moved to approve the PIE-WA Final Budget for Pathways in Education-West Ada, Inc. for Fiscal Year 2025-2026. Dr. Barrett seconded. The motion passed unanimously by roll call vote.

C.2 PIE-WA Form 990-N Return of Organization Exempt from Income Tax for Fiscal Year 2023-2024

Ms. Li presented the PIE-WA Form 990-N Return of Organization Exempt from Income Tax for Fiscal Year 2023-2024. Ms. Li reported that IRS Form 990-N, also known as the e-Postcard, was filed electronically. Ms. Li indicated that this simplified version of Form 990 is used by organizations with gross annual revenue of \$50,000 or less. As PIE-WA had no revenue during its startup year, it was not required to file a full Form 990. The e-Postcard submission satisfies the School’s annual IRS filing requirement. Ms. Li asked the Board if there were any questions, to which there were none.

Mr. Campbell moved to approve the PIE-WA Form 990-N Return of Organization Exempt from Income Tax for Fiscal Year 2023-2024. Ms. Rhodenbaugh seconded. The motion passed unanimously by roll call vote.

C.3 PIE-WA Conflict of Interest Policy for Fiscal Year 2025-2026

Ms. Won presented the PIE-WA Conflict of Interest Policy for Fiscal Year 2025-2026. Ms. Won explained the Conflict of Interest Policy was an internal governance policy designed to ensure the independence of the Board and officers. It requires the disclosure of any interests that could potentially compromise that independence and outlines procedures for how the School should respond when such situations arise. While the Board members are asked to review and sign this policy annually, it is typically only brought back for a vote when updates are made. Otherwise, it is reviewed and signed annually as a best practice. This year, minor updates were made to better align the policy with the sample provided by the IRS for 501(c)(3) tax-exempt organizations. These revisions were largely formatting changes and paragraph reorganization to improve clarity and flow. Ms. Won asked the Board if there were any questions, to which there were none.

Dr. Barrett moved to approve the PIE-WA Conflict of Interest Policy for Fiscal Year 2025-2026. Dr. Buchholz seconded. The motion passed unanimously by roll call vote.

C.4 PIE-WA Consent Log

Ms. Donahue presented the PIE-WA Consent Log. Ms. Donahue asked the Board if there were any questions regarding the PIE-WA Consent Log.

Ms. Rhodenbaugh inquired about the specialized marketing services provided by Skyrocket, asking what

specific types of marketing activities are being implemented. Dr. Duenas explained that additional marketing efforts beyond word of mouth were necessary to support student enrollment as this was the school's first year. Strategies included Google ads—using bid placements to increase visibility in search results—as well as social media advertising. She noted that these efforts have contributed to a strong enrollment outcome in year one.

Dr. Buchholz moved to approve the PIE-WA Consent Log. Ms. Rhodenbaugh seconded. The motion passed unanimously by roll call vote.

Ms. Donahue recused herself from the meeting.

Dr. Duenas stated Action Items C.5, C.6, and C.7 involved the appointment of a Representative Director to Pathways Management Group, Inc. ("PMG"), Education In Motion, Inc. ("EIM"), and Every Student Counts, Inc. ("ESC"), supporting organizations of PIE-WA for tax-purposes. Dr. Duenas stated Ms. Donahue left the meeting because she and/or members of her family serve as uncompensated, volunteer officers of PIE-WA, PMG and EIM. This disclosure was being made to provide full transparency and in accordance with the School's policies and procedures.

Dr. Duenas stated that the Board should consider in good faith and determine after reasonable investigation whether the corporation could not have reached a more advantageous arrangement with reasonable effort under the circumstances. The Board does not need to expend any type of extraordinary expertise to come to its decision. The Board should make sure that there are no improper benefits flowing from or to either of the parties and consider the proposed actions at arm's length as though they were with unrelated third parties.

Ms. Won added that, in this case, there were no actual transactions involved. However, as previously explained by Dr. Duenas, Ms. Donahue left the meeting because she and members of her family serve as uncompensated officers to EIM, PMG, and ESC.

Dr. Campbell asked for clarification regarding language in the Conflict of Interest Policy that states Board members should "investigate as reasonably defined." He inquired about the extent of that responsibility, noting that Board service is voluntary and he would not expect to hire an outside investigator. Ms. Won affirmed that there was no obligation for Board members to engage third-party investigators. She clarified that "reasonable investigation" refers to the information presented during Board meetings, such as staff reports, presentations, and discussions. Ms. Won explained this level of review was considered sufficient to fulfill Board duties related to potential conflict-of-interest situations. There was no expectation for Board members to conduct independent research, unless they choose to. She indicated the language comes directly from the IRS sample Conflict of Interest Policy for 501(c)(3) organizations, ensuring alignment with recommended standards.

C.5 PIE-WA Election of the Representative Director for Education In Motion ("EIM")

Dr. Duenas presented the PIE-WA Election of the Representative Director for Education In Motion ("EIM").

Dr. Duenas indicated Action Items C.5, C.6, and C.7 involved the election of Representative Directors to EIM's Board of Directors, PMG's Board of Directors, and ESC's Board of Directors, which are all considered supporting organizations of PIE-WA. Dr. Duenas explained EIM, PMG, and ESC's status as supporting organizations was a tax categorization defined by the IRS that applies when one type of public charity exists to support another type of public charity. In this case, each supporting organization provides specific services and support directly to PIE-WA, as outlined in the executive summaries included in the

Board package. For example, EIM provides support by appointing Board members, reviewing curriculum, evaluating annual operational reports, and making recommendations based on those reports; PMG offers support through financial accounting and administrative back-office services, including providing low-interest loans to PIE schools; and ESC delivers leadership development programs, principal fellowships, and conferences for PIE employees, and assists with the development, replication, and expansion efforts of the schools during their growth and petitioning phases. As part of this process, one (1) Board seat for each supporting organization is appointed from a slate of candidates as provided. This ensures the PIE-WA's Board maintains a meaningful connection and partnership with EIM, PMG, and ESC as supporting organizations.

Ms. Won further clarified that this requirement stemmed from the IRS regulations governing the three (3) nonprofit corporations that serve as supporting organizations. This requirement was related specifically to their tax-exempt status—not the tax status of PIE-WA or the other PIE schools. These supporting organizations are classified as charitable entities because they exist to provide support to other nonprofit organizations, including PIE-WA. As part of maintaining that status, each organization must have one (1) director on its Board elected by a majority vote of its supported organizations, based on a slate of candidates provided for consideration. PIE-WA is one of several supported organizations, along with other PIE schools and potentially additional nonprofits. The Board's responsibility in this process is to cast a vote on the provided slate. Those votes are then combined with votes from other supported organizations. If a majority is in favor, the selected candidate is appointed as a representative director, serving as a liaison between the supporting nonprofit and the organizations it supports.

Ms. Rhodenbaugh moved to approve the PIE-WA Election of Amy Chi as the Representative Director for Education In Motion ("EIM"). Dr. Buchholz seconded. The motion passed unanimously by roll call vote.

C.6 PIE-WA Election of the Representative Director for Pathways Management Group, Inc. ("PMG")

Dr. Duenas asked the Board for a motion to approve the PIE-WA Election of Laura Thomas as the Representative Director for Pathways Management Group, Inc. ("PMG").

Dr. Barrett moved to approve the PIE-WA Election of Laura Thomas as the Representative Director for Pathways Management Group, Inc. ("PMG"). Dr. Campbell seconded. The motion passed unanimously by roll call vote.

C.7 PIE-WA Election of the Representative Director for Every Student Counts, Inc. ("ESC")

Dr. Duenas asked the Board for a motion to approve the PIE-WA Election of Laura Thomas as the Representative Director for Every Student Counts, Inc. ("ESC").

Dr. Buchholz moved to approve the PIE-WA Election of Laura Thomas as the Representative Director for Every Student Counts, Inc. ("ESC"). Dr. Barrett seconded. The motion passed unanimously by roll call vote.

5. Adjournment

Dr. Campbell moved to adjourn the meeting. Ms. Rhodenbaugh seconded. The motion passed unanimously by roll call vote. The meeting was adjourned at 1:59 P.M. (PT) | 2:59 P.M. (MT).

John C Hall

John Hall, Jr., Secretary
Pathways in Education-West Ada, Inc.