

**MINUTES**

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

**BOARD OF DIRECTORS  
REGULAR MEETING**

**June 12, 2024**

**Zoom Dial-in:** 1-699-900-6833  
**Zoom Meeting ID:** 852 7212 5895

**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-West Ada” or “the School”), was held via teleconference on June 12, 2024 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 9:37 A.M. (PT) | 10:37 A.M. (MT) by Jamie Donahue, President of PIE-WA.

**2. Welcome and Roll Call**

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

**Ms. Katie Rhodenbaugh**  
**Dr. Christina Linder**  
**Dr. Drey Campbell**  
**Dr. Jesse Buchholz**  
**Dr. Dustin Barrett**

The following individuals also identified themselves as being present:

**Jamie Donahue**  
**Dr. Kristi Duenas**  
**Sue Lux**  
**Leslie Lehnertz**  
**Connie Li**  
**Melissa Pineda**  
**Janel Lee**  
**Chris Yorgason**

**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 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. Information Item(s)**

###### **A.1 PIE-WA School Update**

Ms. Lehnertz presented the PIE-WA School Update. Ms. Lehnertz reported that in April 2024, Ms. Lehnertz and Ms. Lux visited five (5) out of the six (6) Meridian Comprehensive High Schools to conduct meetings with school counselors and administrators, and had an opportunity to introduce the School to the staff. Ms. Lehnertz indicated that the response was enthusiastic and many counselors expressed interest. Ms. Lehnertz and Ms. Lux also visited the Meridian Academy, where they met with building administrators and learned about their programs. The West Ada School District had been exceptionally welcoming and supportive as PIE-WA began its journey in the district. PIE-WA was fortunate to have seasoned staff members from Pathways in Education-Nampa, Inc. (“PIE-Nampa”) move to PIE-WA. The founding staff at PIE-WA includes Melissa McNeil, Emma Eason, Leslie Lehnertz, Carson Norris, Emma Eason, Leslie Bryan, and Brad Hadley.

Melissa McNeil has been with Pathways for six (6) years, and designed and implemented the Small Group Instruction (“SGI”) English curriculum she used in her classroom at PIE-Nampa; she was also the SGI Spirit award winner in 2019-2020. Emma Eason joined PIE-Nampa just a few short months ago and has proved to be an incredible Independent Study (“IS”) teacher. Carson Norris has been with PIE-Nampa for three (3) years and was the winner of the Circle of Light award in 2023-2024. Carson will be taking on the role of Lead Mentor. Leslie Bryan, who won the Circle of Light award in 2022-2023, will be the compliance coordinator and has been cross-trained as a center coordinator and as an IS teacher. Additionally, Beatrice Santiago-Martinez was hired as PIE-WA’s center coordinator, who was currently training at the PIE-Nampa site. Ms. Lehnertz indicated that PIE-WA had a total of thirty-six (36) list of students ready to be enrolled, with eight (8) being transfer students. Ms. Lehnertz stated PIE-WA sent out approximately eight hundred (800) postcards to chronically absent students in Meridian, as well.

Ms. Lehnertz noted that that PIE-WA also recently hired a school counselor that had worked in the West Ada School District. Ms. Rhodenbaugh asked what his name was, to which Ms. Lehnertz answered Brad Hadley.

Ms. Donahue asked if there were currently any open staff positions for the School, to which Ms. Lehnertz indicated one IS teacher position needed to be filled.

Ms. Donahue asked how many students were on the list of students to call, to which Ms. Lehnertz answered approximately eight hundred sixty (860) students total. Ms. Lux indicated that they originally had approximately one thousand two hundred (1,200) students, but some of the addresses were not valid when it ran through the postcard system.

###### **A.2 PIE-WA Accreditation Update**

Ms. Lux presented the PIE-WA Accreditation Update. Ms. Lux indicated that PIE-WA will be added to the existing Pathways in Education system of accreditation through Cognia. This will automatically confer accredited status to the school when the entire Pathways in Education system goes through accreditation renewal in 2028. PIE-WA will be included in site visits, interviews, and evaluations at that time.

Dr. Bucholz asked how long the accreditation lasted, to which Ms. Lux answered six (6) years. Dr. Duenas indicated that the good thing about being a part of the advanced education system accreditation with Pathways Management Group, Inc. ("PMG") was that it provides the School with a little bit of a buffer.

### **A.3 PIE-WA Board Meeting Calendar for Fiscal Year 2024-2025**

Ms. Donahue presented the PIE-WA Board Meeting Calendar for Fiscal Year 2024-2025. Ms. Donahue indicated that the Board Relations team will coordinate with the Board members for their availability during the designated meeting months as listed, and highlighted the save-the-date for the Board Conference on June 9-13, 2024.

Dr. Barrett asked where the Board Conference will take place next year, to which Ms. Donahue indicated they were hoping to have it at Rocky Mountain Pathways Ranch in Lyons, Colorado.

## **B. Action Item(s)**

### **B.1 PIE-WA Final Budget for Pathways in Education-West Ada, Inc. for Fiscal Year 2024-2025**

Ms. Li presented the PIE-WA Final Budget for Pathways in Education-West Ada, Inc. for Fiscal Year 2024-2025. Ms. Li reviewed the projected income statement of fiscal year 2023-2024, which acts as a summary page for the budget. Ms. Li indicated that there were no changes to the proposed budget that had been board-approved at the previous board meeting. The expected total revenue for 2024-2025 was \$2,249,457. Total expenses were \$1,890,967. Total excess revenue was \$358,490. Interest expenses were \$24,322. Total non-operating expenses (non-cash depreciated expenses) were projected to be \$24,000, resulting in Generally Accepted Accounting Principles ("GAAP") excess revenue of \$310,168. Ms. Donahue reminded the Board that PIE-WA typically has a larger excess revenue than usual because the School has a loan to pay back to PIE-Nampa, and wants to ensure it has enough cash to do so. Additionally, the management company discounts their fees by five percent (5%) for year one (1), which also contributes to the larger excess revenue. Ms. Rhodenbaugh asked if the state funds were based on projected student enrollment before they true it up later, to which Ms. Donahue answered yes. Ms. Donahue explained that the state looks at the best twenty six (26) consecutive weeks. Ms. Li proceeded to review the detailed budget sheet and inquired if the Board had any questions, to which there were none.

Dr. Campbell moved to approve the PIE-WA Final Budget for Pathways in Education-West Ada, Inc. for Fiscal Year 2024-2025. Dr. Linder seconded. The motion passed unanimously by roll call vote.

### **B.2 PIE-WA Personnel Log**

Ms. Donahue presented the PIE-WA Personnel Log. Ms. Donahue asked the Board if there were any questions regarding the Personnel Log, to which there were none.

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

### **B.3 PIE-WA Teacher Observation Framework – High Quality Teaching Initiative ("HQT")**

Ms. Lux presented the PIE-WA Teacher Observation Framework – High Quality Teaching Initiative ("HQTI"). Ms. Lux indicated that this teacher observation framework is based on Danielson framework, but aligned to the Pathways in Education program and practices. This framework was previously approved by the state of Idaho to meet observation and evaluation requirements. This framework has allowed the schools to create a common vision and language around what successful teaching looks like in PIE-WA's unique model. The School would like to continue to use this framework for their observations and evaluations.

Ms. Linder asked if this was PIE-WA's framework, to which Dr. Duenas answered yes. Dr. Duenas further explained that, several years ago, their instructional team took the framework and created indicators by looking at their independent study program—while keeping the spirit of the original domain for the indicators.

Dr. Buccholz moved to approve the PIE-WA Teacher Observation Framework – High Quality Teaching Initiative ("HQTI"). Ms. Rhodenbaugh seconded. The motion passed unanimously by roll call vote.

#### **B.4 PIE-WA Charter School Performance Certificate**

Ms. Lux presented the PIE-WA Charter School Performance Certificate. Ms. Lux reported the last eight (8) pages of the full petition are the charter performance metrics. PIE-WA will be measured by the West Ada School District in the areas of student academic growth, student engagement, student proficiency, college and career readiness, school culture and demographics, and finance and compliance.

Dr. Buccholz asked if this certificate is for one (1) year, to which Ms. Lux clarified that the basis for renewal will be five (5) years, based on PIE-WA's renewal by its authorizer.

Mr. Yorgason indicated that it may make sense for PIE-WA to go back to the West Ada School District and ask for a six (6) year renewal. Mr. Yorgason indicated that the charter school legislation had been changed this last session; the initial renewal is now six (6) years, and secondary renewals could be up to twelve (12) years if all conditions are met. Mr. Yorgason explained that the law was signed by the governor back in March and went into effect immediately. He stated PIE-WA may want to ask the West Ada School District if they are willing to add an additional year, based on this information. Dr. Buccholz thanked Mr. Yorgason for the update, and commented that adding one (1) year would be great for efficiency.

Dr. Barrett moved to approve the PIE-WA Charter School Performance Certificate. Dr. Campbell seconded. The motion passed unanimously by roll call vote.

#### **B.5 PIE-WA Employee Handbook and Idaho Addendum**

Dr. Duenas presented the PIE-WA Employee Handbook and Idaho Addendum. Dr. Duenas indicated PIE-WA's Employee Handbook was standard across all of Pathways in Education network schools, and includes important policies such as HR policies, compensation, time off, leaves of absence, holidays, holiday pay, workers' comp benefits, expectations for behavior, privacy company policies around outside activities, social media, and more. Dr. Duenas indicated that the Handbook contained a specific addendum related to Idaho-specific laws regarding immigration law, compliance, overtime pay, and meal rest periods.

Ms. Rhodenbaugh asked if the Idaho-addendum is also used by PIE-Nampa, to which Dr. Duenas answered it was.

Ms. Rhodenbaugh moved to approve the PIE-WA Employee Handbook and Idaho Addendum. Dr. Linder seconded. The motion passed unanimously by roll call vote.

### **B.6 PIE-WA Student Handbook and Idaho Addendum**

Ms. Lux presented the PIE-WA Student Handbook and Idaho Addendum. Ms. Lux indicated that the PIE-WA team had attended the charter school bootcamp and received some guidance on the policies required to establish a charter school. Based on this guidance, the School reviewed their existing policies and identified some gaps that needed to be addressed. Policies that require incorporation were adopted from the Idaho School Board Association (“ISBA”) Policy manual, and were revised and aligned with Pathways in Education’s educational model and operations. These policies were previously vetted by ISBA’s legal counsel and are regularly updated to maintain compliance with current legislation. All new and revised policies were also reviewed and vetted by PIE-WA’s legal counsel. The student handbook addendum includes the following eight (8) policies: i) School Calendar; ii) Class Size; iii) Guidance Counseling; iv) Health Education; v) Controversial Issues and Academic Freedom; vi) Parent and Family Engagement vii) Parental Rights; viii) and Military Compact Waiver.

Ms. Rhodenbaugh asked what could be seen as controversial issues in the Student Handbook, to which Ms. Lux explained that the Handbook informs parents of their right to request an alternative assignment.

Dr. Campbell moved to approve the PIE-WA Student Handbook and Idaho Addendum. Dr. Bucholz seconded. The motion passed unanimously by roll call vote.

### **B.7 PIE-WA Procurement Policy**

Ms. Lux presented the PIE-WA Procurement Policy. Ms. Lux indicated that this was a standard procurement policy was updated to align with the recommendations of ISBA in accordance with Idaho Law.

Ms. Rhodenbaugh asked to confirm if this was regarding sending out things like Request for Information, to which Ms. Lux confirmed it was and explained that the previous policy was updated to raise the threshold to align with the recommended amount. Ms. Rhodenbaugh asked if this increase in threshold was approved by the Board at the previous board meeting, to which Ms. Lux answered yes.

Ms. Rhodenbaugh moved to approve the PIE-WA Procurement Policy. Dr. Bucholz seconded. The motion passed unanimously by roll call vote.

### **B.8 PIE-WA Fiscal Policies and Procedures**

Ms. Lux presented the PIE-WA Fiscal Policies and Procedures. Ms. Lux indicated that this was a standard fiscal policies and procedures policy, which has been updated to align with the recommendations of ISBA in accordance with Idaho Law.

Dr. Bucholz moved to approve the PIE-WA Fiscal Policies and Procedures. Dr. Campbell seconded. The motion passed unanimously by roll call vote.

### **B.9 PIE-WA Federal Funds Policies**

Ms. Lux presented the PIE-WA Federal Funds Policies. Ms. Lux indicated that this was the federal funds policies, which was updated to align with the recommendations of ISBA in accordance with Idaho Law.

Ms. Lux commented that the update is nice, due to its clarity on the roles of all stakeholders involved. Dr. Buccholz agreed with Ms. Lux.

Dr. Buccholz moved to approve the PIE-WA Federal Funds Policies. Ms. Rhodenbaugh seconded. The motion passed unanimously by roll call vote.

#### **B.10 PIE-WA Standard School Policies**

Ms. Lux presented the PIE-WA Standard School Policies. Ms. Lux stated the charter policies listed were supplementary to the policies outlined in the following charter documents: Student Handbook, Employee Handbook, School Safety Plan, Procurement Policy, Federal Funds Policy, and Fiscal Policy and Procedures.

Ms. Lux indicated there were twenty-three (23) standard school policies included in the board package; the last eleven (11) listed pertained to Human Resources procedures which Dr. Duenas previously discussed and that were added to the PIE-WA Employee Handbook. Ms. Lux indicated these policies served as clarity for all stakeholders when managing funds and engaging in certain scenarios. The PIE-WA Standard School Policies have been updated to align with the recommendations of ISBA in accordance with Idaho Law.

Ms. Rhodenbaugh asked if the West Ada School District required the School to align with any of their specific policies, to which Ms. Lux clarified that these policies were all recommendations of ISBA in accordance with Idaho Law.

Dr. Campbell moved to approve the PIE-WA Standard School Policies. Ms. Rhodenbaugh seconded. The motion passed unanimously by roll call vote.

*Ms. Donahue recused herself from the meeting.*

*Dr. Duenas stated that action item B.11 was the PIE-WA Donation from Pathways Management Group, Inc., which is between parties to which Ms. Donahue and/or members of her family serve as officers on both sides. Ms. Donahue serves as a volunteer non-compensated officer on both sides. Jamie is recusing herself from this matter and this disclosure is being made to the board in an abundance of caution.*

*Dr. Duenas stated that action item B.12 was the PIE-WA Educational Services Agreement Between Skyrocket, Inc. and Pathways in Education-West Ada, Inc., which is between parties to which Ms. Donahue and/or members of her family serve as officers on both sides in some capacity. For PIE-WA, Ms. Donahue and/or members of her family serve in a voluntary, non-compensated officers of the corporation. Ms. Donahue and/or members of her family are financially interested in the service contract. This information was provided in accordance with company policies for disclosures, and, in an abundance of caution.*

*Dr. Duenas stated that the Board should consider in good faith and after reasonable investigation whether the corporation could not have reached more advantageous arrangements 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 there are no improper benefits flowing from or to either of the parties and consider the proposed transaction at arm's length as though the transactions were with an unrelated third party.*

#### **B.11 PIE-WA Donation from Pathways Management Group, Inc.**

Dr. Duenas presented the PIE-WA Donation from Pathways Management Group, Inc. Dr. Duenas

indicated that PMG’s stated purpose is to provide support and essential services to its supported organizations, such as PIE-WA, in furtherance of charitable and educational activities. In this case, PMG desired to support the School in its efforts to provide student experiential learning trips in its startup year to places like Blackbird Farm, international trips, and the Washington DC inauguration trip.

Ms. Rhodenbaugh moved to approve the PIE-WA Donation from Pathways Management Group, Inc. in the amount of \$120,000. Dr. Barrett seconded. The motion passed unanimously by roll call vote.

**B.12 PIE-WA Educational Services Agreement Between Skyrocket, Inc. and Pathways in Education-West Ada, Inc.**

Dr. Duenas presented the PIE-WA Educational Services Agreement Between Skyrocket, Inc. and Pathways in Education-West Ada, Inc. Dr. Duenas reminded the Board that this contract was approved by the Board at the last board meeting, however there had been an error on the original contract during the Request For Proposal (“RFP”) process., The original contract incorrectly stated that the cost proposal was two percent (2%), but has now been corrected to state three percent (3%). Therefore, the corrected contract was being brought back to the Board for approval. Dr. Duenas asked if the Board had any questions, to which there were none.

Dr. Barrett moved to approve the PIE-WA Educational Services Agreement Between Skyrocket, Inc. and Pathways in Education-West Ada, Inc. Dr. Campbell seconded. The motion passed unanimously by roll call vote.

**5. Adjournment**

Dr. Buccholz moved to adjourn the meeting. Dr. Campbell seconded. The motion passed unanimously by roll call vote. The meeting was adjourned at 10:07 A.M. (PT) | 11:07 A.M. (MT).

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