



Brabeion Academy

Policy 1000s: Board of Directors

BRABEION ACADEMY

1000

Legal Status and Operation

Section 1. Name, Location and Address. The name of the charter school is BRABEION ACADEMY (the “School”). The School is located in Nampa, Idaho. The address is 1551 11th Avenue N, Nampa, ID 83687.

Section 2. Legal Status. The School is a charter school pursuant to Idaho’s Public Charter Schools Act. The School will be organized as a nonprofit corporation under the Idaho nonprofit corporation act. The Governing Board of the School is an independent body under the authorization of Idaho Public Charter School Commission. The Governing Board will also be the Board of Directors of the nonprofit corporation. The Governing Board (or the “Board”) plans and directs all aspects of the School’s operations.

Section 3. Statutes. The School shall operate in accordance with Idaho Statutes, Chapter 52, and all other applicable Idaho laws and regulations.

Policy History:

Adopted on: March 16, 2026

Revised on:

Reviewed on: March 16, 2026



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Elections

As per Board Bylaws.

A vacancy on the Governing Board shall be filled by majority vote of the remaining members of the Governing Board of Directors after a review of submitted nominees. It is incumbent upon the Directors to fill any vacancies as soon as practicable. The nomination of new directors is the responsibility primarily of existing Directors; to assist in identifying the best qualified candidates, the Board shall advertise a vacancy on the School's website and through direct communication to the parents of enrolled students.

1. Directors: Directors are eligible to serve two (2) consecutive standard terms, unless, by doing so, more than half the Board would be up for election in any one year. In this case, the Director will be given either a three or four-year initial term, whichever term would prevent more than half of the Board being up for election in one year. Directors will begin serving on the Board immediately following their election to the Board. For the purpose of determining term limits, the Director's initial term will begin on January 1 of the school year in which they were elected.
2. Terms of Directors: The Chairperson and Director 3 will have a 4 year term. The Vice Chairperson and Director 4 will have a three year term. The remaining Directors will have a 2 year term.

Policy History:

Adopted on: March 16, 2026

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Vacancies

As per Board Bylaws.

Policy History:

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Annual Organization Meeting

The annual meeting of the Board shall be held in January of each year as the Board may determine. The annual meeting shall take the place of the regularly scheduled meeting. Written notice stating the place, day, and hour of the meeting shall be given to each member of the Board at least five (5) calendar days prior to the date fixed for the annual meeting. Notice of the meeting must also be provided in accordance with Idaho Open Meeting Law. A copy of the agenda will be posted at least forty-eight (48) hours prior to the start of the meeting. The annual meeting shall be for the purpose of electing officers and acknowledging election of new Directors and for the transaction of such business as may come before the meeting.

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School Board's Powers and Duties

The business, affairs, and property of the School shall be managed by the Board. Without limiting the general powers conferred by these Bylaws and provided by law, the Board shall have, in addition to such powers, the following powers:

- a. Perform any and all duties imposed on the Board collectively or individually by law or by these Bylaws;
- b. To make and change policies, rules and regulations not inconsistent with law, or with these Bylaws, for the management and control of the School and its affairs, and of its employees, and agents; to lease, purchase, or otherwise acquire, in any lawful manner, for and in the name of the School, any and all real and personal property, rights, or privileges deemed necessary or convenient for the conduct of the School's purpose and mission.
- c. To develop an annual School schedule of events and activities;
- d. Establish and approve all major educational and operational policies;
- e. To enter into agreements and contracts with individuals, groups of individuals, corporations, or governments for any lawful purpose;
- f. To hire, supervise and direct an individual who will be responsible for the day-to-day operations of the School;
- g. To develop and approve the annual budget and financial plan which shall be monitored and adjusted as necessary throughout the year;
- h. To submit a final budget pursuant to statute and regulation;

- i. To inspect all school properties to ensure that there are no code violations and all classrooms are in compliance with the governance of the academy;
- j. To cause to be kept a complete record of all the minutes, acts and proceedings of the Board;
- k. To cause an annual inspection or audit of the accounts of the School, as well as any other audits required by law, to be made by an accountant to be selected by the Board, showing in reasonable detail all of the assets, liabilities, revenues and expenses of the School and its financial condition.
- l. To ensure ongoing evaluation of the School and provide public accountability;
- m. To uphold and enforce all laws related to charter school operations;
- n. To improve and further develop the School;
- o. To strive for a diverse student population, reflective of the community;
- p. To ensure adequate funding for operation;
- q. Solicit and receive grants and other funding consistent with the mission of the School with the objective of raising operating and capital funds;
- r. Carry out such other duties as required or described in the School's charter.

Policy History:

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Board Officers

The officers of the School shall include a Chairperson, Vice-Chair, Secretary, Treasurer, and such other officers as the Board shall deem necessary to elect.

Chairperson. The Chairperson shall preside at all meetings of the Board. The Chairperson shall possess the power to sign all certificates, contracts or other instruments of the School which are approved by the Board. The Chairperson shall exercise and perform such other powers and duties as may be prescribed by the Board from time to time.

Vice-Chair. In the absence of the Chairperson or in the event of the Chairperson's disability, inability or refusal to act, the Vice-Chair shall perform all of the duties of the Chairperson and in so acting, shall have all of the powers of the Chairperson. The Vice-Chair shall have such other powers and perform such other duties as may be prescribed from time to time by the Board or by the Chairperson.

Secretary. The Secretary shall keep or cause to be kept a book of minutes at the principal office or at such other place as the Board may order of all meetings of the Board with the time and place of holding, whether regular or special and if special, how authorized, the notice thereof given, the name or names of those present at the Board meetings and the proceedings thereof. The Secretary shall give or cause to be given notice of all the meetings of the Board required by these Bylaws or by law to be given and perform such other duties as may be prescribed by the Board from time to time. The Secretary shall exercise and perform such other powers and duties as may be prescribed by the Board from time to time.

Treasurer. The Treasurer shall have oversight responsibility and shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the School, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall at all times be open to inspection by any Director. The Treasurer shall be charged with safeguarding the assets of School and he or she shall sign financial documents on behalf of the School in

accordance with the established policies of the School. He or she shall have such other powers and perform such other duties as may be prescribed by the Board from time to time.

Policy History

Adopted on: March 16, 2026

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Committees

As per Board Bylaws.

Policy History:

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Revised on:

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Board Meetings

The Board shall establish a regular day and place for regular meetings that shall occur no less frequently than once per month and shall be held in the county in which the School is located. Special meetings of the Board may be called at any time by the Chairperson or by a majority of the Board. Special meetings shall be held at such time and place as may be designated by the authority calling such meeting. Notice of the meeting must be provided in accordance with Idaho Open Meeting Law. Notice of the time and place of every regular or special meeting shall be given to each member of the Board at least five (5) calendar days before the date fixed for the meeting and to all those individuals who request notice of relevant meetings. For regular meetings, a copy of the agenda will be posted at least forty-eight (48) hours prior to the start of the meeting. For special meetings, a copy of the agenda will be posted at least twenty-four (24) hours prior to the start of the meeting. The purpose of any regular or special meeting must be specified in the notice of such meeting. Meetings shall be audio recorded. Minutes of each Board meeting shall be taken and shall be approved by the Board. Said minutes shall be kept at the School and will be made available to the public in accordance with applicable law.

“Executive session” means any meeting or part of a meeting which is closed to any persons for deliberation on certain matters. An executive session may be held by the Directors of the Corporation for any of the reasons specified in Title 74, Chapter 2, Idaho Code. All persons except Directors may be excluded from such executive sessions at the discretion of the Chairperson. Following such meetings, an officer shall provide a general description of the matters discussed to be provided as the minutes of said closed session. No action may be taken in an executive session.

An agenda must be produced for each regularly scheduled Board meeting in order to provide effective and efficient meeting practice. In addition to previously requested agenda items, any Director may provide additional agenda items for the following meeting by providing, via e-mail, fax or regular mail, the School’s supervising employee or administrator the request, noting its appropriate place on the normal agenda format, and a realistic time requirement for such item. Such requests must be received at least 24 hours prior to the posting deadline pursuant to Idaho Open Meeting Law. A copy of the agenda will be posted at least forty-eight (48) hours prior to the start of the meeting.

The Board shall use Robert's Rules of Order, unless stated otherwise herein. If a Director is unable to attend a Board meeting, the Director shall contact the Chairperson, Administrator or designated supervising employee prior to the meeting.

Time shall be set aside at each Board and committee meeting for public comment. After the speaker identifies his or her name and affiliations, public comment shall be permitted as stated on the Agenda and limited as determined by the Chairperson.

A quorum at all meetings of the Board shall consist of a majority of the number of Directors then in office. In the event that Directors who are present at a meeting are related (spouse, sibling, son, daughter, grandchild, cousin, uncle, aunt) there must be a majority of non-related board members present. Except as provided specifically to the contrary by these Bylaws, the act of a majority of the Directors in office at a meeting at which a quorum is present shall be the act of the Board. Proxy voting is not permitted.

To the extent permitted by law, any member of the Board or committee thereof may participate in a meeting of such Board or committee by means of a conference telephone network or similar communications method by which all persons participating in the meeting can hear each other, and participation in such a fashion shall constitute presence in person at such meeting.

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Board Conflict of Interest

For Directors and Officers and Members of a Committee with Board Delegated Powers

Article I – Purpose

1. The purpose of this conflict of interest policy is to protect BRABEION ACADEMY (“BRABEION”) and its interests when it is contemplating entering into a transaction or arrangement that might benefit the private interests of an officer or director of BRABEION or might result in a possible excess benefit transaction, as that concept is defined in the Internal Revenue Code and related regulations.
2. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.
3. This policy is also intended to identify “independent” directors.

Article II – Definitions

1. Interested person – Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial interest – A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which BRABEION has a transaction or arrangement,
 - b. A compensation arrangement with BRABEION or with any entity or individual with which BRABEION has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which BRABEION is negotiating a

transaction or arrangement.

Compensation includes direct and indirect remuneration, as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board decides that a conflict of interest exists, in accordance with this policy.

3. Independent Director – A director shall be considered “independent” for the purposes of this policy if he or she is “independent” as defined in the instructions for the IRS Form 990 or, until such definition is available, the director:

- a. Is not, and has not been for a period of at least three years, an employee of BRABEION or any entity in which BRABEION has a financial interest;
- b. Does not directly or indirectly have a significant business relationship with BRABEION which might affect independence indecision-making;
- c. Is not employed as an executive of another corporation where any of BRABEION’s executive officers or employees serve on that corporation’s compensation committee; and,
- d. Does not have an immediate family member who is an executive officer or employee of BRABEION or who holds a position that has a significant financial relationship with BRABEION.

Article III – Procedures

1. Duty to Disclose – In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors.

2. Recusal of Self – Any director may recuse himself or herself at any time from involvement in any decision or discussion in which the director believes he or she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.

3. Determining Whether a Conflict of Interest Exists – After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

4. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the Board of Directors meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The Chairperson of the Board shall, if appropriate, appoint a disinterested

person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the Board of Directors shall determine whether BRABEION can obtain with reasonable efforts a more advantageous us transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in BRABEION's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

5. **Violations of the Conflicts of Interest Policy**

a. If the Board of Directors has reasonable causes to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV – Records of Proceedings

The minutes of the Board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.

2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, and a record of any votes taken in connection with proceedings.

Article V – Compensation

a. Board Members shall not receive compensation from BRABEION.

Article VI – Annual Statements

1. Each director, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflict of interest policy,
 - b. Has read and understands the policy,
 - c. Has agreed to comply with the policy, and
 - d. Understands BRABEION is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
2. Each voting member of the Board of Directors shall annually sign a statement which declares whether such person is an independent director.
 3. If at any time during the year, the information in the annual statement changes materially, the director shall disclose such changes and revise the annual disclosure form.
 4. The Board of Directors shall regularly and consistently monitor and enforce compliance with this policy by reviewing annual statements and taking such other actions as are necessary for effective oversight.

Article VII – Periodic Reviews

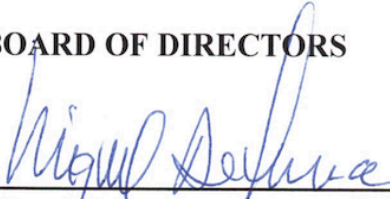
To ensure BRABEION operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information (if reasonably available), and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations, if any, conform to BRABEION's written policies, are properly recorded, reflect reasonable investment or payments for good and services, further charitable purposes and do not result in inurement or impermissible private benefit or in an excess benefit transaction.

Article VIII – Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, BRABEION may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

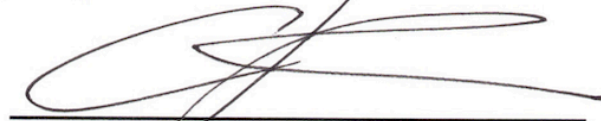
BOARD OF DIRECTORS



Miguel Deluna



Randy Haverfield



Christopher Milliner



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Laura Warden

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Board Training

Directors will avail themselves of charter school conferences that offer workshops on governance, financial oversight, budget, academic accountability, among others.

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