

Jefferson Academy

Board of Directors Meeting

Date: January 12, 2026

Time: 7:00 PM

Location: 290 N Flint Street Kaysville, UT 84037



It is the desire and mission of this school to have every child be challenged, experience success and master basic skills, grow in academic ability and content knowledge, and develop an understanding and appreciation for our nation's heritage and founding principles.

Jefferson Academy will offer an academically challenging and content-rich history-centered curriculum that incorporates the study of American citizenship. Jefferson Academy will provide an environment in which every student has the opportunity to gain a strong foundation of knowledge in world and American history, classic literature, science, math and fine arts.

AGENDA

CALL TO ORDER

CONSENT ITEMS

- 11.10.2025 Board Meeting and Closed Session Minutes

AUDIT PRESENTATION & TRAINING

REPORTS

- Policy Governance
 - Ends 1.1 Academic Accomplishment
 - Ends 1.5 Appreciation for Learning
 - Ends 1.6 Community Involvement
 - Ends 1.7 School Culture
 - Executive Limitations 2.1 Treatment of Students, Parents and Community
 - Executive Limitations 2.2 Treatment of Staff
 - Executive Limitations 2.3 Financial Planning/Budgeting
 - Executive Limitations 2.4 Financial Condition and Activities
 - Executive Limitations 2.5 Emergency Executive Director Succession
 - Executive Limitations 2.8 Communication and Support to the Board
 - Executive Limitations 2.9 Ends Focus of Grants or Contracts
 - 3.0 Global Board Management Delegation
 - 4.0 Global Governance Process Policy
- Director's Report

VOTING AND DISCUSSION ITEMS

- Teacher Computers
- Dishwasher Purchase

In compliance with the Americans with Disabilities Act, persons needing accommodations for this meeting should call 801-444-9378 to make appropriate arrangements. One or more board members may participate electronically or telephonically pursuant to UCA 52-4-207.

- RFP for IT Services
- 2026-2027 School Year Calendar

CALENDARING

- March 16, 2026 at Jefferson Academy Library

ADJOURN

In compliance with the Americans with Disabilities Act, persons needing accommodations for this meeting should call 801-444-9378 to make appropriate arrangements. One or more board members may participate electronically or telephonically pursuant to UCA 52-4-207.

Jefferson Academy

Board of Directors Meeting

Date: November 10, 2025

Location: 1425 S Angel St, Kaysville, UT 84037

In Attendance: Natalie Allman, Alana Wilson, Paul Smith, Katie Browning, Keith Facer

Others Present: Dawn Benke, Hannah Dorius, Heidi Bauerle



MINUTES

CALL TO ORDER

Keith Facer called the meeting to order at 7:07PM.

CONSENT ITEMS

- 09.15.2025 Board Meeting and Closed Session Minutes
- 09.29.2025 Board Meeting Minutes

Keith Facer made a motion to approve the 09.15.2025 Board Meeting and Closed Session Minutes and 09.29.2025 Board Meeting Minutes. Alana Wilson seconded the motion. The motion passed unanimously. The votes were as follows: Keith Facer, Aye; Natalie Allman, Aye; Alana Wilson, Aye; Paul Smith, Aye; Katie Browning, Aye.

REPORTS

- Director's Report
Nicole Jones presented the Director's Report. Acadience math and reading scores were sent to parents. Parents committees are up and running and doing very well. Parent teacher conferences were very well attended. These conferences are student led and parent feedback is very positive. Teachers have seen a shift in student responsibility.
- Finance Report
Dawn Benke presented the Finance Report to the board. The finances that were reported on were as of November 6, 2025. Dawn reviewed the Statement of Activities with the board. Local revenue is currently high but that is expected for this time of year based on pre-paid lunch pa. Federal income is low but after a few grants are approved, the % will increase to be in line with expectations. Operating cash is up from last year which is contributing to the healthy budget.

VOTING AND DISCUSSION ITEMS

- Snow Removal Contract
Nicole Jones spoke to the board about the snow removal contract. Nicole Jones suggested to the board to renew Extreme Green for snow removal services and happy with their work in the past.

Keith made a motion to approve the Extreme Green Snow Removal Contract. Alana Wilson seconded the motion. The motion passed unanimously. The votes were as follows: Keith Facer, Aye; Natalie Allman, Aye; Alana Wilson, Aye; Paul Smith, Aye; Katie Browning, Aye.

CLOSED SESSION- - to discuss the character, professional competence, or physical or mental health of an individual pursuant to Utah Code 52-4-205(1)(a).

At 7:34PM Keith Facer made a motion to move into closed session to discuss the character, professional competence, or physical or mental health of an individual pursuant to Utah Code 52-4-205(1)(a) at Jefferson Academy. Alana Wilson seconded the motion. The motion passed unanimously. The votes were as follows: Keith Facer, Aye; Natalie Allman, Aye; Alana Wilson, Aye; Paul Smith, Aye; Katie Browning, Aye.

At 7:41PM Keith Facer made a motion to move out of closed session. Alana Wilson seconded the motion. The motion passed unanimously. The votes were as follows: Keith Facer, Aye; Natalie Allman, Aye; Alana Wilson, Aye; Paul Smith, Aye; Katie Browning, Aye.

CALENDARING

- Next Board Meeting January 12, 2025, at 7:00pm at AW Services Offices.

ADJOURN

At 7:44PM Keith Facer made a motion to adjourn. Natalie Allman seconded the motion. The motion passed unanimously. The votes were as follows: Keith Facer, Aye; Natalie Allman, Aye; Alana Wilson, Aye; Paul Smith, Aye; Katie Browning, Aye.

Jefferson Academy Board of Directors Closed Session

Meeting Date: 11.10.2025

Location: 1425 S Angel St, Kaysville, UT 84037



CLOSED SESSION SWORN STATEMENT:

At a duly noticed public meeting held on the date listed above, the board of directors for Jefferson Academy entered into a closed session for the sole purpose of discussing the character, professional competence, or physical or mental health of an individual in accordance with Utah Code Ann. 52-4-205(1)(a).

I declare under criminal penalty under the law of Utah that the foregoing is true and correct.

Signed on the 10th day of November, 2025.

A handwritten signature in black ink, appearing to read "K. Facer".

Keith Facer, Board President

Jefferson Academy

School Year 2026-2027

www.jeffersonacademy.org

AUGUST 2026						
S	M	T	W	Th	F	S
						1
2	3	4	5	6	7	8
9	10	11	12	13	14	15
16	17	18	19	20	21	22
23	24	25	26	27	28	29
30	31					

NOVEMBER 2026						
S	M	T	W	Th	F	S
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22	23	24	25	26	27	28
29	30					

FEBRUARY 2027						
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21	22	23	24	25	26	27
28						

MAY 2027						
S	M	T	W	Th	F	S
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23	24	25	26	27	28	29
30	31					

SEPTEMBER 2026						
S	M	T	W	Th	F	S
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6	7	8	9	10	11	12
13	14	15	16	17	18	19
20	21	22	23	24	25	26
27	28	29	30			

DECEMBER 2026						
S	M	T	W	Th	F	S
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6	7	8	9	10	11	12
13	14	15	16	17	18	19
20	21	22	23	24	25	26
27	28	29	30	31		

MARCH 2027						
S	M	T	W	Th	F	S
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7	8	9	10	11	12	13
14	15	16	17	18	19	20
21	22	23	24	25	26	27
28	29	30	31			

JUNE 2027						
S	M	T	W	Th	F	S
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13	14	15	16	17	18	19
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27	28	29	30			

OCTOBER 2026						
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					1	2
4	5	6	7	8	9	10
11	12	13	14	15	16	17
18	19	20	21	22	23	24
25	26	27	28	29	30	31

JANUARY 2027						
S	M	T	W	Th	F	S
					1	2
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10	11	12	13	14	15	16
17	18	19	20	21	22	23
24	25	26	27	28	29	30
31						

APRIL 2027						
S	M	T	W	Th	F	S
					1	2
4	5	6	7	8	9	10
11	12	13	14	15	16	17
18	19	20	21	22	23	24
25	26	27	28	29	30	

JULY 2027						
S	M	T	W	Th	F	S
					1	2
4	5	6	7	8	9	10
11	12	13	14	15	16	17
18	19	20	21	22	23	24
25	26	27	28	29	30	31

YEAR AT A GLANCE						
Fridays					Early Out	Early Release Days
August 12-14					No School	Teacher Work Days
August 17					School Starts/Early C	First Day of School/Term 1 Begins
August 18-21					Early Out	Early Release Days for Teacher PD
September 7					No School	Labor Day
October 12-16					No School	Fall Break
October 23					Term Ends/Early Out	Term 1 Ends
October 26					Term Begins	Term 2 Begins
November 4-5					Early Out	Parent Teacher Conferences
November 6					No School	Professional Development (Legislative Day)
November 23					No School	Teacher Comp Day
November 24-November 27					No School	Thanksgiving Recess
December 21					No School	Teacher Comp Day
December 22-January					No School	Winter Recess
January 4					No School	Professional Development (Legislative Day)
January 5					Early Out	Early Release Day
January 15					Term Ends/Early Out	Term 2 Ends
January 18					No School	Martin Luther King, Jr Day
January 19					Term Begins	Term 3 Begins
February 10-11					Early Out	Parent Teacher Conferences
February 12					No School	Professional Development (Legislative Day)
February 15					No School	President's Day
February 19					Term Ends/Early Out	Term 3 Ends
February 22					Term Begins	Term 4 Begins
April 5					No School	Teacher Comp Day
April 6-9					No School	Spring Break
May 7					No School	Professional Development (Legislative Day)
May 28						

MONTH	STUDENT DAYS PER MONTH	FULL DAYS	EARLY RELEASE DAYS	TEACHER COMP DAYS	LEGISLATIVE PD DAYS
August	11	5	6		
September	21	17	4		
October	17	13	4		
November	17	11	4	1	1
December	15	11	3	1	
January	19	13	5		1
February	19	13	5		1
March	23	19	4		
April	18	13	4	1	
May	20	16	3		1
June	0				
Total Days	180	131	42	3	4
Total Hours	1015.50	786.00	189.00	16.50	24.00

CALENDAR CHECKLIST

1. Fill in the blank white spaces on the count template and edit the start/end times. The gray/blue cells are for the computer to fill in.
2. Verify that the total days and total hours meet requirements (exactly 180 days / 990 hours minimum).
3. Confirm days being used for teacher compensation days and legislative days and that they are labeled correctly.
4. Confirm Kindergarten assessment days. Can be at the beginning and/or the end (not the middle).
5. Confirm new and returning teacher work days, compare to previous school year days, and note any changes.
6. October 1 should be a regular day with no days off or field trips. If October 1st falls over a weekend, make sure to add an extra day.
7. Remind Directors to leave a cushion for snow/emergency make-up days. Consider building in one or two days.
8. Check that Legislative Days are labeled and scheduled after the first day of school.
9. For multi-campus schools, determine which campus is the district campus and which calendar to use.
10. Boards must approve calendar and it must be turned into R&C and HR by March 30 to send to the state.

COL NAME > 2026-2027

NEW TEACHERS ONLY WORK DAYS	ALL TEACHERS ONLY WORK DAYS	TEACHER DAYS PER MONTH
	3	14
		21
		17
		17
		15
		19
		19
		23
		18
		20
		0
0	3	183
N/A	N/A	N/A

STUDENT HOUR CALCULATIONS	STUDENT FULL DAYS
Start	8:30 AM
End	3:00 PM
Elapsed Time	390.00
Passing Time	0
Lunch	30
Total Minutes	360.00
EMPLOYMENT AGREEMENT INFO	
DAYs	NEW TEACHERS
Start Date	
End Date	
25-26 Work Days	
26-27 Work Days	183
Difference	183

spaces will auto-populate.
 num). Kinder must be a minimum of 2 hrs/day (even shorter days must be clearly labelled.
 e) for a maximum of 10 days.
 differences to HR and Director.
 end, verify that the Friday / Monday is in session.
 one snow day annually.
 will serve as the district calendar.
 USBE and posted on the school website.

USBE CALENDAR SUBMISSION	
Opening Institute:	
First Day:	
Fall Break:	
Thanksgiving:	
Winter Break:	
Spring Break:	
Other Non-School Days:	
Last Day:	
Website Link:	

STUDENT EARLY RELEASE DAYS	
	8:30 AM
	1:30 PM
	300.00
	0
	30
	270.00
FORMATION	
RETURNING TEACHERS	
	183
	183

SION

Jefferson Academy
Evaluation Committee Statement
RFP for IT Services Provider

Background

Jefferson Academy (the “school”) issued an RFP for an IT Services Provider on August 6, 2025. The school posted the RFP on its website from August 8, 2025 to August 28, 2025. The deadline to submit a proposal in response to the RFP was August 28, 2025, at 3:00 pm. One company submitted a proposal to the school. Eminent Technical Solutions, LLC (“ETS”) was the only offeror.

Evaluation and Scoring of Proposal

The Evaluation Committee on this RFP was Nicole Jones, Amelia Hale, and Heidi Allred. They reviewed and scored the proposals on January 8, 2026. Together they determined that ETS’s proposal met the minimum requirements of the RFP, that its pricing and terms were reasonable, and that it would be in the best interest of the school to award the contract to ETS.

Based on the Committee’s review of the proposal, ETS (a) has the requisite experience and qualifications to provide quality IT services; (b) has successfully done this type of work for the school and for other charter schools in Utah in the past. The Committee awarded ETS 70 out of 70 possible points for non-cost criteria and 30 out of 30 points for cost criteria, for a total of 100 out of 100 points.

Award Recommendation

The Evaluation Committee recommends to the school’s Board of Directors that it award the contract for IT Services to ETS for a period of five years.

Jefferson Academy

Statement of Activities

Created on December 10, 2025

For Prior Month

Reporting Book: ACCRUAL
 As of Date: 12/10/2025
 Location: Jefferson Academy

	Annual	Year-to-Date	
	June 30, 2026	November 30, 2025	
	Budget	Actual	% of Budget
Net Income			
Income			
Revenue From Local Sources	141,040	102,988	73.0 %
Revenue From State Sources	5,607,887	2,499,260	44.6 %
Revenue From Federal Sources	194,663	27,721	14.2 %
Total Income	5,943,590	2,629,969	44.2 %
Expenses			
Instruction/Salaries	2,797,843	906,603	32.4 %
Employee Benefits	643,635	194,517	30.2 %
Purchased Prof & Tech Serv	621,238	194,085	31.2 %
Purchased Property Services	212,659	78,384	36.9 %
Other Purchased Services	132,643	76,793	57.9 %
Supplies & Materials	646,488	343,283	53.1 %
Property	35,750	0	0.0 %
Debt Services & Miscellaneous	667,405	274,549	41.1 %
Total Expenses	5,757,661	2,068,214	35.9 %
Total Net Income	185,929	561,755	302.1 %

Jefferson Academy
Statement of Financial Position
Created on December 10, 2025
For Prior Month

Reporting Book:

ACCRUAL

As of Date:

12/10/2025

Location:

Jefferson Academy

	Period Ending	Period Ending
	11/30/2025	11/30/2024
	Actual	Actual
Assets & Other Debits		
Current Assets		
Operating Cash	3,985,663	3,484,006
Accounts Receivables	8,052	1,717
Total Current Assets	<u>3,993,715</u>	<u>3,485,723</u>
Restricted Cash	471,299	526,338
Net Assets		
Fixed Assets	11,116,801	11,042,600
Depreciation	(3,564,442)	(3,285,525)
Total Net Assets	<u>7,552,359</u>	<u>7,757,075</u>
Total Assets & Other Debits	<u>12,017,373</u>	<u>11,769,136</u>
Liabilities & Fund Equity		
Current Liabilities	31,191	28,279
Long-Term Liabilities	10,391,000	10,713,000
Fund Balance	1,020,005	454,517
Net Income	575,177	573,340
Total Liabilities & Fund Equity	<u>12,017,373</u>	<u>11,769,136</u>



Governing Board of Directors

Policy Governance Manual

Revised 03/18/2024

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1.0 Ends Policies

1.0 JA Global Ends Policy

Jefferson Academy exists to empower students as stewards of great scholarship, citizenship, and moral excellence, who will lead and move the cause of liberty.

Policy Type: Ends

Policy Title: 1.1. Academic Accomplishment

Jefferson Academy provides the tools and environment to learn, acquire and evaluate information to achieve academic mastery through a variety of instructional resources and current technologies.

Accordingly:

1. All students will, through exposure to Core Knowledge topics and state standards, demonstrate a depth of knowledge in multiple subject areas to make informed decisions.
2. JA students will be able to communicate effectively through reading, writing, speaking and listening to understand information in a variety of contexts, media and languages.
3. JA will achieve a literacy goal of 80% of students in grades K-3 achieving typical or better progress as measure by state assessments.
4. JA will be ranked in the top 30% in language arts, in the top 15% in mathematics and in the top 20% in science by end-of-year state reference tests.
5. Every student continuously enrolled in JA for at least a year will achieve at least one year's worth of growth (as measured by Board approved assessment provided by the Executive Director) in exchange for one year's worth of instruction.

Adopted: June 23, 2011

Revised: March 18, 2024

Monitoring Method: Internal

Monitoring Frequency: Three Times Annually (September, January, June)

Policy Type: Ends

Policy Title: 1.2. Citizenship

Jefferson Academy exhibits superior characteristics of American citizenship.

Adopted: June 23, 2011
Monitoring Method: Internal
Monitoring Frequency: Semi-Annually (October, March)

Policy Type: Ends
Policy Title: 1.3. Moral Excellence

Jefferson Academy exhibits standards of moral excellence.

Adopted: June 23, 2011
Monitoring Method: Internal
Monitoring Frequency: Semi-Annually (October, March)

Policy Type: Ends
Policy Title: 1.4. Principles of Liberty

Jefferson Academy exhibits the principles of liberty, which provide that individuals govern themselves to behave according to their own free will and take responsibility for their actions.

Adopted: June 23, 2011
Monitoring Method: Internal
Monitoring Frequency: Semi-Annually (October, March)

Policy Type: Ends
Policy Title: 1.5. Appreciation for Learning

Accordingly, all students will be equipped with a minimum set of skills:

1. Effectively communicate orally and in writing as measured by end of level testing and class/grade level presentations.
2. Use technology for word processing, information, research, and communication measured by curriculum based projects and assignments.
3. Read and comprehend a variety of material that gives students a greater access to knowledge as measured by end of level testing and curriculum-based assessments.

Adopted: June 23, 2011
Revised: January 30, 2017
Monitoring Method: Internal
Monitoring Frequency: Three Times Annually (September, January, June)

Policy Type: Ends

Policy Title: 1.6. Community Involvement

All members of the Jefferson Academy community contribute to student progress and achievement through active involvement in the educational process.

Accordingly, community members:

1. Have clear expectations of services the school provides and of what it does not provide.
2. Provide input for improvement prior to new school initiatives or major decisions are undertaken.

Adopted: June 23, 2011

Monitoring Method: Internal

Monitoring Frequency: Semi-Annually (January, May)

Policy Type: Ends

Policy Title: 1.7. School Culture

A culture of accountability exists for the school community.

Accordingly:

1. All students are valued and respected and will develop important personal characteristics such as honesty, trustworthiness, integrity, respect, compassion, responsibility and citizenship.
2. JA community members exhibit personal responsibility for the success of the school.
3. The use of electronic devices does not interfere with the learning, safety, and security of any student.
4. The school will follow a Dress Code, which fosters an environment conducive to learning and a sense of community.

Adopted: June 23, 2011

Monitoring Method: Internal

Monitoring Frequency: Semi-Annually (January, May)

2.0 Executive Limitations Policies

2.0 JA Global Executive Limitations Policy

The Executive Director shall not cause or allow any individual or organizational practice, activity, decision, or circumstance which is either, unlawful, unethical, unsafe, and imprudent, in violation of commonly accepted practices, Board Policy, Bylaws, Articles of Incorporation or Charter.

Adopted: June 23, 2011

Monitoring Method: Internal

Monitoring Frequency: Annually (June)

Policy Type: Executive Limitations

Policy Title: 2.1. Treatment of Students, Parents and Community

With respect to interactions with Students, Parents, and Community, the Executive Director shall not cause or allow conditions or procedures that are untimely, disorganized, or unnecessarily intrusive or undignified.

Accordingly, the Executive Director shall not:

1. Elicit information for which there is no clear necessity.
2. Use methods of collecting, reviewing, transmitting, or storing information that fail to protect confidential information or provide improper access to the material.
3. Fail to operate the facilities with appropriate security, safety, accessibility and privacy.
4. Fail to establish an internet safety and acceptable use of internet and electronic resources policies that include:
 - a. Preventing user access over its computer network to, or transmission of, inappropriate material via Internet, electronic mail, or other forms of direct electronic communications.
 - b. Preventing unauthorized access and other unlawful online activity.
 - c. Preventing unauthorized online disclosure, use, or dissemination of personal identification information of minors.
 - d. Compliance with the Children's Internet Protection Act (47 U.S.C. § 254(h)).
5. Fail to have appropriate policies and procedures governing extended curricular travel, field trip activities, and student transportation.
6. Fail to establish a wellness policy fostering a healthy nutritional atmosphere.
7. Fail to establish with students, parents, and community a clear understanding of what may be expected and what may not be expected from the service offered.

8. Fail to inform students, parents and community of this policy or to provide a way to be heard for persons who believe they have not been accorded a reasonable interpretation of their rights under this policy.
 - a. Fail to facilitate orderly and appropriate public access to the Board, and to ensure timely and appropriate follow-up in response to expressed public input.
9. Fail to provide for effective handling of grievances and respond meaningfully and timely to concerns raised by students, parents and community and report, in a timely manner, on any serious or repeated concerns to the Board.
10. Fail to ensure the school faculty and staff involves stakeholders in an advisory capacity in important issues that impact them directly; nor fail to ensure that the school community works together to provide students with educational experiences that meet the Boards Ends.
11. Fail to implement a homework policy that is designed to accomplish the school's outcomes while taking into consideration the numerous outside demands on students.
12. Fail to establish meaningful policies and procedures that facilitate accomplishment of Ends and that provide for controls to ensure compliance with all regulatory, federal, and state requirements.

Adopted: June 23, 2011

Monitoring Method: Internal

Monitoring Frequency: Semi-Annually (December, April)

Policy Type: Executive Limitations

Policy Title: 2.2. Treatment of Staff

With respect to the treatment of paid and volunteer staff, the Executive Director may not cause or allow conditions that are unfair, unnecessarily undignified, disorganized, untimely or unclear.

Accordingly, the Executive Director shall not:

1. Operate without written personnel policies which:
 - a. Clarify rules and processes for staff.
 - b. Provide for effective handling of grievances or concerns.
 - c. Protect against wrongful conditions and preferential treatment for personal reasons.
 - d. Include position specific job descriptions, salary and compensation plans for all positions.
 - e. Include a personnel performance evaluation system that ensures the Ends of the school are met.
 - f. Provide for hiring qualified staff.
 - i. The school will not employ an individual whose license has been revoked or is currently suspended by the Utah State Board of Education or whose

- license has been revoked or is currently suspended by another state Board of Education.
- g. Provide for termination and/or separation procedures.
 - h. Provide for acceptable use of internet and electronic resources.
 - i. Provide for staff travel to fulfill their official duties or to attend seminars, conferences or other professional or educational activities benefiting the school.
 - i. Executive Director travel requires prior Board approval.
2. Retaliate against any staff member for non-disruptive expression of dissent.
 3. Fail to acquaint staff with their rights under this policy.
 4. Allow staff to be unprepared for emergencies.
 5. Prevent staff from grieving to the Board when (a) internal grievance procedures have been exhausted and (b) the employee alleges that Board policy has been violated.
 6. Fail to protect confidentiality and/or confidential information.
 7. Fail to provide staff with training and education necessary to meet Board policy and Ends.

Adopted: June 23, 2011

Monitoring Method: Internal

Monitoring Frequency: Semi-Annually (December, April)

Policy Type: Executive Limitations

Policy Title: 2.3. Financial Planning/Budgeting

Financial Planning for any fiscal year or the remaining part of any fiscal year shall not deviate materially from the Board's End's priorities, risk financial jeopardy, or fail to be derived from a multi-year plan.

Accordingly, the Executive Director shall not:

1. Omit credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
2. Plan the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period.
3. Fail to provide for governance costs in all budget planning.
4. Fail to provide for long-term capital reserves.
5. Fail to budget for a rainy-day fund.

Adopted: June 23, 2011

Revised: January 22, 2018

Monitoring Method: Internal; External

Monitoring Frequency: Annually (June); Annually (December)

Policy Type: Executive Limitations**Policy Title: 2.4. Financial Condition and Activities**

With respect to the actual, ongoing financial condition and activities, the Executive Director shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from Board priorities established in Ends policies.

Accordingly, the Executive Director shall not:

1. Expend more funds than have been received in the fiscal year to date unless the Boards debt guideline is met.
2. Incur debt in an amount greater than can be repaid by certain and otherwise unencumbered revenues within sixty days.
3. Use any long-term capital reserves.
4. Use any rainy-day funds without prior Board approval.
5. Conduct interfund shifting in amounts greater than can be restored to a condition of discrete fund balances by certain, otherwise unencumbered revenues within a reasonable time.
6. Fail to settle payroll and debts in a timely manner.
7. Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.
8. Make a single purchase or commitment of greater than \$5,000 or up to \$10,000 with the signature of either the Board Chair or Financial Coordinator. Splitting orders to avoid these limits is not acceptable.
9. Fail to aggressively pursue receivables after a reasonable grace period.
10. Fail to depreciate items consistent with GAAP (Generally Accepted Accounting Practices).
11. Fail to budget and purchase items in a manner consistent with prioritization of Board Ends.

Adopted: June 13, 2013

Revised: January 22, 2018

Revised: October 17, 2022

Monitoring Method: Internal; External

Monitoring Frequency: Monthly; Annually (December)

Policy Type: Executive Limitations**Policy Title: 2.5. Emergency Executive Director Succession**

To protect the Board from sudden loss of Executive Director services, the Executive Director shall not have less than one other administrator sufficiently familiar with Board and Executive Director issues and processes to enable them to take over with reasonable proficiency as an interim successor.

Accordingly, the Executive Director shall not:

1. Fail to provide sufficient training on Board and Executive Director issues.

Adopted: June 23, 2011

Monitoring Method: Internal

Monitoring Frequency: Annually (January)

Policy Type: Executive Limitations

Policy Title: 2.6. Asset Protection

The Executive Director shall not cause or allow organizational assets to be unprotected, inadequately maintained, or unnecessarily risked.

Accordingly, the Executive Director shall not:

1. Fail to adequately insure against theft and casualty liability losses to Board members, staff and the organization itself in an amount greater than the average for comparable organizations.
2. Fail to formally identify personnel authorized to access monies.
3. Subject facilities and equipment to improper wear and tear or insufficient maintenance.
 1. Fail to have a written maintenance plan and document services performed in an organized manner.
4. Unnecessarily expose the organization, its Board or staff to claims of liability.
5. Make any purchase (a) wherein normally prudent protection has not been given against conflict of interest; (b) of more than \$1,000 without having obtained at least two bids documenting comparative prices and quality; (c) of more than \$50,000 without a formal documented Request for Proposal (RFP) process.
6. Fail to protect intellectual property, proprietary information, confidential information, other information, and files from disclosure, loss, or significant damage.
7. Fail to follow all state and federal laws and guidelines regarding records management.
8. Receive, process or disburse funds under controls, which are insufficient to meet the Board-appointed auditors standards.
9. Invest or hold operating capital in insecure instruments, including uninsured checking accounts and bonds of less than AA rating at any time, or in non interest-bearing accounts except where necessary to facilitate ease in operational transactions.
10. Endanger the organization's public image, its credibility, or its ability to accomplish ends.

Adopted: June 23, 2011

Monitoring Method: Internal

Monitoring Frequency: Annually (February)

Policy Type: Executive Limitations**Policy Title: 2.7. Compensation and Benefits**

With respect to employment, compensation, and benefits to employees, consultants, contract workers and volunteers, the Executive Director shall not cause or allow jeopardy to fiscal integrity or to public image.

Accordingly, the Executive Director shall not:

1. Change his or her compensation and benefits.
2. Promise or imply permanent or guaranteed employment.
3. Establish or allow compensation and benefits, which deviate materially from the geographic or professional market for the skills employed.
4. Fail to establish a compensation philosophy and policy that provides for performance-based incentives and creative solutions to retain and attract quality staff.
5. Create obligations over a longer term than revenues can be safely projected, in no event longer than one year.
6. Establish or change benefits so as to cause unpredictable or inequitable situations.

Adopted: June 23, 2011

Monitoring Method: Internal

Monitoring Frequency: Annually (April)

Policy Type: Executive Limitations**Policy Title: 2.8. Communication and Support to the Board**

The Executive Director shall not permit the Board to be uninformed or unsupported in its work.

Accordingly, the Executive Director shall not:

1. Neglect to submit Board required monitoring data (see policy on Monitoring Executive Director Performance) in a timely, accurate and understandable fashion, which directly addresses provisions of Board policies being monitored, including the Executive Director's interpretations.
2. Allow the Board to be unaware of any actual or anticipated noncompliance with any Ends or Executive Limitations policy of the Board regardless of the Board's monitoring schedule.
3. Allow the Board to be without decision information required periodically by the Board or let the Board be unaware of relevant trends.
4. Let the Board be unaware of any significant incidental information it requires including, but not limited to, anticipated media coverage, threatened or pending lawsuits, and material internal or external changes.
5. Allow the Board to be unaware that, in the Executive Director's opinion, the Board is not in compliance with its own policies on Governance Process and Board-Management

- Delegation, particularly in the case of Board behavior that is detrimental to the work relationship between the Board and the Executive Director.
6. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: monitoring, decision preparation, and other.
 7. Allow the Board to be without a workable mechanism for official Board, officer, or committee communications.
 8. Fail to deal with the Board as a whole except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the Board.
 9. Fail to submit to the Board consent agenda items delegated to the Executive Director yet required by law, regulation, charter, or contract to be Board-approved, along with applicable monitoring information that provides the Board sufficient data to ensure compliance.
 10. Fail to obtain and communicate the applicable balanced points of view of staff, community and external sources in recommendations and monitoring data to the Board.

Adopted: June 23, 2011

Monitoring Method: Internal

Monitoring Frequency: (August, December, April)

Policy Type: Executive Limitations

Policy Title: 2.9. Ends Focus of Grants or Contracts

The Executive Director may not enter into any grant or contract, unless it emphasizes the production of ends and the avoidance of unacceptable means.

Accordingly, the Executive Director shall not:

1. Fail to establish particular methods and activities to preclude grant funds from being used in a manner outside the grant requirements.
2. Fail to assess and consider a contractor's capability to produce appropriately targeted, efficient results.

Adopted: June 23, 2011

Monitoring Method: Internal

Monitoring Frequency: Semi-Annually (June, January)

3.0 Board-Management Delegations Policies

3.0 JA Global Board-Management Delegation

The Board's sole official connection to the operational organization, its achievements, and conduct will be through a chief executive officer, titled Executive Director.

Adopted: June 23, 2011

Monitoring Method: Internal

Monitoring Frequency: Semi-Annually (During Board Retreats – December, July)

Policy Type: Board-Management Delegation

Policy Title: 3.1. Unity of Control

Only officially passed motions of the Board are binding on the Executive Director.

1. Decisions or instructions of individual Board members, officers, or committees are not binding on the Executive Director except in rare instances when the Board has specifically authorized such exercise of authority.
2. In the case of Board members or committees requesting information or assistance without Board authorization, the Executive Director should refuse such requests that require, in the Executive Director's opinion, a material amount of staff time or funds, or are disruptive.

Adopted: June 23, 2011

Monitoring Method: Internal

Monitoring Frequency: Ongoing

Policy Type: Board-Management Delegation

Policy Title: 3.2. Accountability of the Executive Director

The Executive Director is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the Executive Director.

1. The Board will never give instructions to persons who report directly or indirectly to the Executive Director.
2. The Board will not evaluate, either formally or informally, any staff other than the Executive Director.
3. The Board will view Executive Director performance as identical to organizational performance so that organizational accomplishment of Board-stated Ends and

avoidance of Board-proscribed means will be viewed as successful Executive Director performance.

Adopted: June 23, 2011

Monitoring Method: Internal

Monitoring Frequency: Ongoing

Policy Type: Board-Management Delegation

Policy Title: 3.3. Delegation to the Executive Director

The Board will instruct the Executive Director through written policies that prescribe the organizational Ends to be achieved and proscribe organizational situations and actions to be avoided, allowing the Executive Director to use any reasonable interpretation of these policies.

1. The Board will develop policies instructing the Executive Director to achieve specified results, for specified recipients, at a specified cost.
2. The Board will develop policies that limit the latitude the Executive Director may exercise in choosing the organizational means. These limiting policies will describe those practices, activities, decisions, and circumstances that would be unacceptable to the Board even if they were to be effective. Policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations policies. The Board will never prescribe organizational means delegated to the Executive Director.
 - a. Below the global level, a single limitation at any given level does not limit the scope of any foregoing level.
 - b. Below the global level, the aggregate of limitations on any given level may embrace the scope of the foregoing level, but only if justified by the Executive Director to the Board's satisfaction.
3. As long as the Executive Director uses any reasonable interpretation of the Board's Ends and Executive Limitations policies, the Executive Director is authorized to establish all further policies, make all decisions, take all actions, establish all practices, and pursue all activities. Such decisions of the Executive Director shall have full force and authority as if decided by the Board.
4. The Board may change its Ends and Executive Limitations policies, thereby shifting the boundary between Board and Executive Director domains. By doing so, the Board changes the latitude of choice given to the Executive Director. But as long as any particular delegation is in place, the Board will respect and support the Executive Director's choices.

Adopted: June 23, 2011

Monitoring Method: Internal

Monitoring Frequency: Ongoing

Policy Type: Board-Management Delegation

Policy Title: 3.4. Monitoring Executive Director Performance

Systematic and rigorous monitoring of Executive Director job performance will be solely against the expected Executive Director job outputs: 1) organizational accomplishment of Board policies on Ends; and 2) organizational operation within the boundaries established in Board policies on Executive Limitations.

1. Monitoring is simply to determine the degree to which Board policies are being met. Information that does not do this will not be considered to be monitoring information.
2. The Board will acquire monitoring information by one or more of three methods:
 - a. By internal report, in which the Executive Director discloses interpretations and compliance information to the Board.
 - b. By external report, in which an external, disinterested third party selected by the Board assesses compliance with Board policies.
 - c. By direct Board inspection, in which a designated member or members of the Board assess compliance with the appropriate policy criteria.
3. In every case, the Board will judge (a) the reasonableness of the Executive Director's interpretation and (b) whether data demonstrate accomplishment of the interpretation.
4. The standard of compliance shall be any reasonable Executive Director interpretation of the Board policy being monitored. The Board is the final arbiter of reasonableness, but will always judge with a "reasonable person" test rather than with an interpretation favored by Board members or by the Board as a whole.
5. All policies that instruct the Executive Director will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule.

Adopted: June 23, 2011

Monitoring Method: Internal

Monitoring Frequency: Ongoing

4.0 Governance Process Policies

4.0 JA Global Governance Process Policy

The purpose of the Board, on behalf of school stakeholders, is to see to it that Jefferson Academy (a) achieves appropriate results for appropriate persons for an appropriate cost (as specified in Board Ends policies) and (b) avoids unacceptable actions and situations (as prohibited in Board Executive Limitations policies).

Adopted: June 23, 2011

Monitoring Method: Internal

Monitoring Frequency: Semi-Annually (During Board Retreats – December, July)

Policy Type: Governance Process

Policy Title: 4.1. Governing Style

The Board will govern lawfully, observing the principles of the Policy Governance model, with an emphasis on (a) outward vision rather than internal preoccupation, (b) encouragement of diversity in view-points, (c) strategic leadership more than administrative detail, (d) clear distinction of Board and Executive Director roles, (e) collective rather than individual decisions, (f) future rather than past or present, and (g) proactivity rather than reactivity.

1. The Board may conduct electronic meetings in accordance with the provisions of the Utah Open and Public Meetings Act and particularly Utah Code § 52-4-207. Board members who are able to both hear and verbally participate in the meeting are considered present for purposes of determining the presence of a quorum at an electronic meeting. The Board will take all votes by roll call during an electronic meeting, with the exception of unanimous votes. The Board will establish one or more anchor locations for an electronic meeting, unless the following two circumstances exist:
 - a. All Board members attend the electronic meeting remotely through an electronic video, audio, or both video and audio connection; and
 - b. The Board has not received a written request, at least 12 hours before the scheduled meeting time, to provide an anchor location for members of the public to attend in person the open portions of the electronic meeting.
2. The Board will cultivate a sense of group responsibility. The Board, not the staff, will be responsible for excellence in governing. The Board will be the initiator of policy, not merely a reactor to staff initiatives. The Board will not use the expertise of individual members to substitute for the judgment of the Board, although the expertise of individual members may be used to enhance the understanding of the Board as a body.

3. The Board will direct, control, and inspire the organization through the careful establishment of broad written policies reflecting the Board's values and perspectives. The Board's major policy focus will be on the intended long-term impacts outside the staff organization, not on the administrative or programmatic means of attaining these effects.
4. The Board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policymaking principles, respect of roles, and ensuring the continuance of governance capability. Although the Board can change its Governance Process policies at any time, it will scrupulously observe those currently in force.
5. Continual Board development will include orientation of new Board members in the Board's governance process and periodic Board discussion of process improvement.
6. The Board will allow no officer, individual, or committee of the Board to hinder or serve as an excuse for not fulfilling group obligations.
7. During each meeting the Board will monitor and discuss the Board's policies and performance of the current meeting. Self-monitoring will include comparison of Board activity and discipline to policies in the Governance Process and Board-Management Delegation categories.

Adopted: June 23, 2011

Revised:

Monitoring Method: Internal

Monitoring Frequency: Ongoing

Policy Type: Governance Process

Policy Title: 4.2. Board Job Description

Specific job outputs of the Board as an informed agent of the ownership are only those that ensure appropriate organizational performance.

1. Provide the authoritative linkage between the ownership and the operational organization.
2. Provide written governing policies that realistically address the broadest levels of all organizational decisions and situations.
 - a. Ends: The organizational impacts, benefits, outcomes, recipients, beneficiaries, impacted groups; and their relative worth in cost or priority.
 - b. Executive Limitations: Constraints on executive authority that establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
 - c. Governance Process: Specification of how the Board conceives, carries out, and monitors its own policies.
 - d. Board-Management Delegation: How power is delegated and its proper use monitored; the Executive Director's role, authority, and accountability.

3. Provide assurance of successful organizational performance on Ends and Executive Limitations.
4. To accomplish its job outputs with a governance style consistent with Board policies, the Board will follow an annual agenda that (a) completes a re-exploration of Ends policies and (b) continually improves Board performance through Board education and enriched input and deliberation.
 - a. The yearly cycle will conclude each year on the last day of February so that administrative planning and budgeting can be based on accomplishing a one-year segment of the Board's most recent statement of long-term Ends.
 - b. The Board will complete its annual agenda before the last day of February and the yearly cycle will start March 1. At a minimum, the annual agenda will identify the following:
 1. Consultations with selected groups in the ownership, or other methods of gaining ownership input, will be determined and arranged in the annual agenda, to be held during the balance of the year.
 2. Governance education and education related to the ends determination (presentations by futurists, demographers, advocacy groups, staff, and so on) will be arranged in the annual agenda, to be held during the balance of the year.
 3. Board recruitment meetings that may include Policy Governance trainings twice a year to identify potential Board Members.
 4. Set a specific date for strategic planning by the Board of Board Ends.
 5. Nomination and ratification of the CGO and Secretary.
 6. Nomination and ratification of new Board members.
 - c. Executive Director remuneration will be decided during the month of May based on the monitoring reports received in the last year.
5. To accomplish its job outputs with a governance style consistent with Board policies, the Board will follow a Board Meeting agenda.
 - a. A Board member may recommend or request an item for Board discussion by submitting the item to the CGO no later than five days before the Board meeting.
 - b. That examines Ends policies.
 - c. Continually examines and monitors Board performance.
 - d. Contains time for Board training.
 - e. Attend to consent agenda items as expeditiously as possible.
 - f. Executive Director monitoring from reports received since the previous meeting.
 - g. Plans for direct inspection monitoring or arrangements for third party monitoring when necessary.

Adopted: June 23, 2011

Monitoring Method: Internal

Monitoring Frequency: Ongoing

Policy Type: Governance Process**Policy Title: 4.3. Chief Governance Officer's Role**

The chief governance officer (CGO), a specifically empowered member of the Board, ensures the integrity of the Board's policies and, secondarily, occasionally represents the Board to outside parties.

1. The assigned result of the CGO's job is that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - a. Meeting discussion content will consist solely of issues that clearly belong to the Board to decide or to monitor according to Board policy.
 - b. Information that is neither for monitoring performance nor for Board decisions will be avoided or minimized and always noted as such.
 - c. Deliberation will be fair, open, and thorough but also timely, orderly, and kept to the point.
2. The authority of the CGO consists in making decisions that fall within topics covered by Board policies on governance processes and Board-Management Delegation, with the exception of (a) employment or termination of the Executive Director and (b) areas where the Board specifically delegates portions of this authority to others. The CGO is authorized to use any reasonable interpretation of the provisions in these policies.
 - a. The CGO is empowered to chair Board meetings with all the commonly accepted powers of that position, such as ruling and recognizing.
 - b. The CGO has no authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas. Therefore, the CGO has no authority to supervise or direct the Executive Director.
 - c. The CGO may represent the Board to outside parties in announcing Board-stated positions and in stating CGO decisions and interpretations within the area delegated to that role.
 - d. The CGO may delegate this authority but remains accountable for its use.
3. Nomination and ratification of the CGO will be done yearly.

Adopted: June 23, 2011

Monitoring Method: Internal

Monitoring Frequency: Ongoing

Policy Type: Governance Process**Policy Title: 4.4. Board Secretaries Role**

The Board secretary is an officer of the Board whose purpose is to ensure the integrity of the Board's documents with the exception of areas where the Board specifically delegates portions of this authority to others.

1. The assigned result of the secretary's job is to see to it that all Board documents and filings are accurate and timely.

- a. Policies will be current in their reflection of Board decisions.
 - b. Policies will rigorously follow Policy Governance principles.
 - c. Bylaw elements necessary for legal compliance and for consistency with the principles of Policy Governance will be known to the Board.
 - d. Requirements for format, brevity, and accuracy of Board minutes will be known to the secretary.
2. The authority of the secretary is access to and control over Board documents.
 3. The secretary may delegate its authority but remains accountable for its use.
 4. Nomination and ratification of the secretary will be done yearly.

Adopted: June 23, 2011

Monitoring Method: Internal

Monitoring Frequency: Ongoing

Policy Type: Governance Process

Policy Title: 4.5. Board Member's Code of Conduct

The Board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.

1. Members must demonstrate loyalty to the ownership, unconflicted by loyalties to staff, other organizations, or any personal interest.
2. Members must avoid conflict of interest with respect to their fiduciary responsibility.
 - a. There will be no self-dealing or business by a member with the organization. Members will annually disclose their involvement with other organizations or with vendors and any associations that might be reasonably seen as representing a conflict of interest.
 - b. When the Board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall withdraw without comment not only from the vote but also from the deliberation.
 - c. Board members will not use their Board position to obtain employment in the organization for themselves, family members, or close associates. A Board member who applies for employment must first resign from the Board.
3. Board members may not attempt to exercise individual authority over the organization.
 - a. Members' interaction with the Executive Director or with staff must recognize the lack of authority vested in individuals except when explicitly authorized by the Board.
 - b. Members' interaction with the public, the press, or other entities must recognize the same limitation and inability of any Board member to speak for the Board except to repeat explicitly stated Board decisions.

- c. Except for participation in Board deliberation about whether the Executive Director has achieved any reasonable interpretation of Board policy, members will not express individual judgments of performance of staff or the Executive Director.
- 4. Members will respect the confidentiality appropriate to issues of a sensitive nature.
- 5. Members will be properly prepared for Board deliberation.
- 6. Members will support the legitimacy and authority of the final determination of the Board on any matter, without regard to the member's personal position on the issue.

Adopted: June 23, 2011

Monitoring Method: Internal

Monitoring Frequency: Ongoing

Policy Type: Governance Process

Policy Title: 4.6. Board Committee Principles

Board committees, when used, will be assigned so as to reinforce the wholeness of the Board's job and so as never to interfere with delegation from Board to Executive Director.

- 1. Board committees are to help the Board do its job, never to help or advise the staff. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberation. In keeping with the Board's broader focus, Board committees will normally not have direct dealings with current staff operations.
- 2. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order to prevent conflict with authority delegated to the Executive Director.
- 3. Board committees cannot exercise authority over staff. The Executive Director works for the full Board, and will therefore not be required to obtain the approval of a Board committee before an executive action.
- 4. Board committees are to avoid overidentification with organizational parts rather than the whole. Therefore a Board committee that has helped the Board create policy on some topic will not be used to monitor organizational performance on that same topic.
- 5. Committees will be used sparingly and ordinarily in an ad hoc capacity.
- 6. This policy applies to any group that is formed by Board action, whether or not it is called a committee and regardless of whether the group includes Board members. It does not apply to committees formed under the authority of the Executive Director.

Adopted: June 23, 2011

Monitoring Method: Internal

Monitoring Frequency: Ongoing

Policy Type: Governance Process

Policy Title: 4.7. Cost of Governance

Because poor governance costs more than learning to govern well, the Board will invest in its governance capacity.

1. Board skills, methods, and supports will be sufficient to ensure governing with excellence.
 - a. Training and retraining will be used liberally to orient new members and candidates for membership, as well as to maintain and increase existing members' skills and understandings.
 - b. Outside monitoring assistance will be arranged so that the Board can exercise confident control over organizational performance. This includes but is not limited to financial audit.
 - c. Outreach mechanisms will be used as needed to ensure the Board's ability to listen to owner viewpoints and values.
2. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability.
 - a. Up to \$5,000 per fiscal year for training, including attendance at conferences and workshops.
 - b. Up to \$5,000 per fiscal year for audit and other third party monitoring of organizational performance.
 - c. Up to \$1,500 per fiscal year for surveys, focus groups, opinion analyses, and meeting costs.
3. The Board will establish its Cost of Governance budget for the next fiscal year during the month of February.

Adopted: June 23, 2011

Monitoring Method: Internal

Monitoring Frequency: Ongoing

Articles of Incorporation

Jefferson Academy

Policy: Articles of Incorporation

Adopted: December 2, 2010

Revised: June 27, 2012

**SECOND
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
JEFFERSON ACADEMY
A UTAH NONPROFIT CORPORATION**

The undersigned, acting under the Utah Revised Nonprofit Corporation Act, Utah Code Ann. 16-6a-1001 et seq. (the “Act”), adopts the following Second Amended and Restated Articles of Incorporation (the “Articles”), which amend and restate the amended Articles of Incorporation previously adopted, and does hereby certify:

ARTICLE I

Name

The name of the Corporation shall be Jefferson Academy, a Utah nonprofit corporation (the “Corporation”).

ARTICLE II

Principle Office/Place of Business

The principal place of business in Utah and the mailing address of the Corporation shall be 1425 South Angel Street; Kaysville, UT 84037. The business of the Corporation may be conducted in all states of the United States, and in all territories thereof, and in such other locations around the world as the Board of Directors shall determine.

ARTICLE III

Purpose

The purposes for which the Corporation is formed are exclusively for charitable, benevolent and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any future United States internal revenue law) (the "Code"). In furtherance of these purposes, the Corporation may engage in all lawful activities and pursuits consistent with the powers described in the Utah Revised Nonprofit Corporation Act and authorized by Code Section 501(c)(3), including, but not limited to, operating a Utah Charter School and all activities related thereto.

Furthermore, the Corporation is formed exclusively for purposes for which a corporation may be formed under the Utah Revised Nonprofit Corporation Act, and not for pecuniary profit or financial gain. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons or organizations, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. The Corporation shall have the power to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster or attain any such purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent provided in Code Section 501(h)), and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on: (a) by a corporation exempt from federal income tax as an organization described in Code Section 501(c)(3); or (b) by a corporation, contributions to which are deductible under Code Sections 170(c), 2055(a) and 2522(a).

ARTICLE IV

Members/Stock

The Corporation shall not have any class of members or stock.

ARTICLE V

Board of Directors

1. The property, business and affairs of the Corporation shall be managed by a Board of Directors. The number of Directors shall be no less than three (3), but may be more than three (3), as fixed from time to time by the Bylaws of the Corporation. Should the number of

Directors become less than three (3), the remaining Directors shall, subject to approval by the Utah State Charter School Board ("USCSB"), appoint a replacement by majority vote.

2. The Directors shall be elected in the manner set forth in the Bylaws of the Corporation.
3. The Directors shall manage the business of the Corporation. Each Director shall hold office until such time as the Director resigns, is replaced by the remaining Directors or by election, or is removed by USCSB with or without cause. Vacancies on the Board shall be filled by a vote of the majority of the remaining Directors, subject to the approval of USCSB set forth below.
4. At the election or appointment of any new Director, the Corporation's Secretary shall send notice to the Director of USCSB, by certified mail, return receipt requested. The notice shall include the identity of the nominated Directors and a request for approval of the appointment of the nominated Director. USCSB will have sixty (60) days to approve or reject the nomination of the Director. If USCSB fails to act within the sixty (60) days, the nomination will be deemed approved. The nominated Director may act as a Director, pending the approval or rejection of USCSB. A director may be removed by the USCSB at any time with or without cause. Notwithstanding anything in these Articles to the contrary, the provisions of this Article Five that gives USCSB rights to approve and/or remove Directors will not be amended or altered without the prior written consent of USCSB.
5. The names and addresses of the natural persons who are serving as the current Directors of the Corporation are as follows: (1) Keith Facer, 1425 S. Angel Street, Kaysville, UT 84037, (2) Neal Harris, 1425 S. Angel Street, Kaysville, UT 84037, (3) Shelley Young, 1425 S. Angel Street, Kaysville, UT 84037, (4) Kristi Carlston, 1425 S. Angel Street, Kaysville, UT 84037, (5) Kristine Beelek, 1425 S. Angel Street, Kaysville, UT 84037, and (6) Joshua Spilker, 1425 S. Angel Street, Kaysville, UT 84037.

ARTICLE VI

Officers

The Officers of the Corporation shall be as set forth in the Bylaws.

ARTICLE VII

Distribution on Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, transfer the assets of the Corporation to the Utah State Board of Education.

ARTICLE VIII

Registered Office/Agent

The name of the natural person who is to serve as the Registered Agent of the Corporation is Keith Facer. The address of the Corporation's registered office shall be: 1425 South Angel Street, Kaysville, UT 84037.

ARTICLE IX

Amendment

These Articles may be amended from time to time, in whole or in part, by the affirmative vote of two-thirds (2/3) of the whole number of Directors; provided that no amendment that diminishes the rights of USCSB shall be adopted without the approval of USCSB. Any such amendments shall be consistent with the Corporation's status as a tax exempt organization under Code Section 501(c)(3).

ARTICLE X

Bylaws

The Board may adopt bylaws that are not inconsistent with law or these Articles for the regulation and management of the affairs of the Corporation. No bylaws shall be adopted which conflict with the provisions in Article Five, relating to rights of USCSB, without the prior written consent of USCSB.

ARTICLE XI

Indemnification

To the extent permitted or required by the Act and any other applicable law, if any Director or officer of the Corporation is made a party to or is involved in any proceeding because such person is or was a Director or officer of the Corporation, the Corporation (i) shall indemnify such person from and against any judgments, penalties, fines, amounts paid in settlement and reasonable expenses incurred by such person in such proceeding, and (ii) shall advance to such person expenses incurred in such proceeding.

Board Rules of Order and Procedure

Jefferson Academy

Policy: Board Rules of Order and Procedure

Adopted: April 15, 2019

Pursuant to Utah Code § 53G-5-413, Jefferson Academy (the “School”) hereby adopts the following rules of order and procedure to maintain order and govern conduct at the meetings of the School’s board of directors (the “Board”).

- (1) **Public Meetings.** Board meetings will be convened, and Board business will be conducted in accordance with the applicable provisions of the Utah Open and Public Meetings Act.
- (2) **Board Size & Quorum Requirement.** The Board consists of no fewer than (5) and no more than seven (7) members. A quorum of Board members must be present at any meeting to take official Board action. A quorum consists of a majority of the current Board members.
- (3) **Meeting Agenda.** An agenda for each Board meeting will provide notice of the business to be conducted and topics to be considered by the Board.
- (4) **Presenting Business.** As a general rule of order, a member of the Board should present an item of business by motion prior to voting. If the motion is seconded by another member of the board, the motion should then be considered and voted upon by the Board members present at the meeting.
- (5) **Board Action & Voting.** The minimum number of “yes” votes required to pass any resolution or to take any action, unless otherwise prescribed by law or the School’s Bylaws, is a majority of the voting members of the Board present at the meeting.
- (6) **Public Comment.** The Board encourages public engagement and frequently schedules time to hear from members of the public. Public comment time is placed on the agenda at the Board’s discretion.

The following rules apply to public comment at Board meetings:

- a) Members of the public wishing to speak to the Board must include their name and the agenda item or topic they wish to address on the “Public Comment Sign Up Form” that is available prior to the meeting.
- b) Speakers will be given up to three (3) minutes to address the Board. Speakers representing large groups may request up to six (6) minutes to address the Board.
- c) The Board will not take public comment on personnel issues or statements regarding the character, professional competence, and the physical or mental health of an individual during a Board meeting.

- d) The Board is unable to deliberate or take action on items raised during the public comment period that are not on the meeting agenda.
- e) Persons who disrupt Board meetings will be removed from the meeting.
- f) The Board chair, at his/her discretion, reserves the right to end public comment at any time.

(7) Board Member Code of Conduct

- a) Members of the Board will conduct themselves in a civil and respectful manner during Board meetings and when acting in their official capacity as a member of the Board.
- b) Members of the Board will abide by state and federal laws and School policies and refrain from personal or professional conduct that would bring censure, ridicule, damage, or reproach upon the Board or the School.
- c) The Board only exercises its authority by taking official action through voting in a public Board meeting. Members of the Board have no individual authority to act on behalf of the Board unless expressly authorized by the Board. Individual members of the Board should not speak on behalf of the Board without prior Board approval.
- d) Members of the Board will maintain the confidentiality of information obtained in closed session or other confidential information otherwise obtained in their official capacity as a member of the Board.

(8) Governing Law. If any provision contained in these Board Rules of Order & Procedure conflict with law or the Board's Bylaws, the applicable law or the Board's Bylaws will govern.

Bylaws

Jefferson Academy

Policy: Bylaws

Revised: June 8, 2020

**Fourth
Amended and Restated Bylaws
of
Jefferson Academy
Dated June 8, 2020**

ARTICLE 1 - NAME, PURPOSE

Section 1: The name of the organization is **Jefferson Academy** (the “corporation” or “School”).

Section 2: The corporation was formed to manage, operate, guide, direct and promote the Jefferson Academy, a Utah Public Charter School. The corporation is organized under the Utah Nonprofit Corporation Act for public purposes and is not organized for the private gain of any person.

ARTICLE II - MEMBERS

Section 1: The corporation shall have no members. Any action which would otherwise by law require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights which would otherwise by law vest in the members shall vest in the Board.

ARTICLE III - MEETINGS OF DIRECTORS

Section 1: Annual Meeting. The Board of Directors of the corporation (the “Board”) shall hold an annual meeting for the purposes of organization, selection of Directors and officers, and the transaction of other business.

Section 2: Regular Meetings. Regular meetings will be held as scheduled by the Board, with a published schedule and proper notice. Regular meetings of the Board, including the annual meeting, shall be held without call or notice on such dates and at such times and places as may be from time to time fixed by the Board.

Section 3: Special Meetings. Special meetings of the Board for any purpose(s) may be called at any time by the President/Chief Acting Officer, Secretary, or one-third of the members of the Board.

Section 4: Notice. Special meetings of the Board and regular meetings that are held other than at the regularly scheduled time or place may be held only after each Director has received four (4) days' notice by first class mail or forty-eight (48) hours notice given personally or by telephone or other similar means of communication.

ARTICLE IV - BOARD OF DIRECTORS, OFFICERS

Section 1: Board Role, Size, Composition. The Board is responsible for overall policy and direction of the School and delegates responsibility for day-to-day operations to the Director/Principal and committees established by the Board. The Board shall consist of no fewer than five (5) and no more than seven (7) members. The Board members shall receive no compensation other than reasonable expenses.

Section 2: Meetings. The Board shall meet at an agreed upon time and place.

Section 3: Terms. Board members shall serve three (3) year terms but are eligible for re-election. Officers of the Board (President, Vice President, Secretary and Treasurer) serve three (3) year terms but are eligible for re-election.

Section 4: Quorum. A quorum consists of a majority of the current Board members. A quorum of Board members must be present at any meeting of the Board before business can be transacted or motions made or passed.

Section 5: Officers and Duties. There shall be four officers of the Board consisting of a President, a Vice-President, Secretary, and Treasurer. No Board member may hold more than one of these offices. The officers shall be elected by a majority vote of the Board at the annual meeting of the Board. Their duties are as follows:

(1) The **President** shall convene regularly scheduled Board meetings, shall preside or arrange for other officers to preside at each meeting in the following order: Vice-President, Secretary and Treasurer.

(2) The **Vice-President** will chair committees on special subjects as designated by the Board.

(3) The **Secretary** shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

(4) The **Treasurer** shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

Section 6: Vacancies. Vacancies on the Board will exist (1) on the death, resignation, or dismissal of any member, or (2) when the term of a current Board member has expired. In order to fill such a vacancy, the Board will solicit nominations and letters of application from the School community or members of the community at large. The Board may then elect an approved applicant to fill the vacancy. Board members will be elected by the vote of a majority of the remaining members of the Board.

Section 7: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective. A Board member shall be dropped for excess absences from the Board if he or she has three (3) unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by the vote of three-fourths (3/4) of the remaining directors.

ARTICLE V - COMMITTEES

Section 1: The Board may create committees as needed to fulfill its responsibilities. The Board President appoints all committee chairs.

ARTICLE VI - DIRECTOR AND STAFF

Section 1: Director/Principal. The Director/Principal is hired by the Board. The Director/Principal has day-to-day responsibility of the School, including carrying out the School's goals and Board policy. The Director/Principal will attend all Board meetings, report on the progress of the School, answer questions of Board members and carry out the duties described in the job description. The Board can designate other duties as necessary. The Board shall review the performance of the Director/Principal.

ARTICLE VII - AMENDMENTS

Section 1: These Bylaws may be amended when necessary by the vote of a two-thirds (2/3) majority of the Board.

ARTICLE VIII – UTAH STATE CHARTER SCHOOL BOARD POWERS

Section 1: Notwithstanding anything to the contrary in these Bylaws, the Utah State Charter School Board ("USCSB") shall: (a) have the power to remove any Director and to approve or reject any elected or appointed Director, as required under Article Five of the Articles of Incorporation, and (b) approve or reject any change to these Bylaws that conflicts with Article Five of the Articles of Incorporation. The provisions of this Article VIII that give USCSB rights to approve and/or remove Board members will not be amended or altered without the prior written consent of USCSB.

Ethics Policy

Jefferson Academy

Policy: Ethics Policy

Adopted: January 11, 2014

Jefferson Academy (the “School”) adopts this policy to ensure that individuals associated with the School, including Board Members and employees, conduct themselves consistent with high standards of ethics and with applicable law.

Any allegation of a violation of this policy should be reported to the School’s Board of Directors in accordance with the School’s Staff Grievance Policy or Parent Grievance Policy, as applicable. The Board will ensure that all allegations of ethics violations are promptly investigated and that appropriate action is taken based on the results of the investigation.

No Board Member or School employee may violate Utah Code 76-8-105, which precludes the solicitation or receipt of a bribe.

No Board Member or School employee may violate the Utah Public Officers’ and Employees’ Ethics Act (Utah Code 67-16-1, et seq.), which, among other requirements, precludes Board Members and School employees from:

(a) accepting employment or engaging in any business or professional activity that he/she might reasonably expect would require or induce him/her to improperly disclose controlled information that he/she has gained by reason of his/her official position;

(b) disclosing or improperly using controlled, private, or protected information acquired by reason of his/her official position or in the course of official duties in order to further substantially his/her personal economic interest or to secure special privileges or exemptions for himself/herself or others;

(c) using or attempting to use his/her official position to:

(i) further substantially his/her personal economic interest; or

(ii) secure special privileges or exemptions for himself/herself or others;

(d) accepting other employment that he/she might expect would impair his/her independence of judgment in the performance of his/her public duties;

(e) accepting other employment that he/she might expect would interfere with the ethical performance of his/her public duties; or

(f) except as otherwise allowed in the law, knowingly receiving, accepting, taking, seeking, or soliciting, directly or indirectly for himself/herself or another a gift of substantial value or a substantial economic benefit tantamount to a gift:

(i) that would tend improperly to influence a reasonable person in the person's position to depart from the faithful and impartial discharge of the person's public duties;

(ii) that he/she knows or that a reasonable person in that position should know under the circumstances is primarily for the purpose of rewarding him/her for official action taken; or

(iii) if he/she recently has been, is now, or in the near future may be involved in any governmental action directly affecting the donor or lender, unless a disclosure of the gift, compensation, or loan and other relevant information has been made in the manner provided in Utah Code 67-16-6.

Licensed educators of the School must comply with Utah Educator Standards contained at R277-515-3 pertaining to the ethical conduct required of all licensed educators in the state of Utah.

ISSUED TO	DATE	PROJECT DESCRIPTION
Jefferson Academy 1425 S Angel St Kaysville UT 84037	11/19/2025	MacBook Pro

EXPIRATION DATE	PROJECT MANAGER
12/19/2025	Shah, Jasim jasim.shah@etscorp.com

DESCRIPTION	QTY	UNIT PRICE	EXT PRICE
(Qty. 1) 14" Apple MacBook Pro: - Apple M5 Chip - 16GB RAM - 512GB Storage	1	1,499.00	1,499.00

STANDARD SETUP AND CONFIGURATION - Install fresh OS/remove all bloatware and trials - Join PC to domain - includes giving the PC an appropriate name - Install Office 365 - Install all windows updates - Install AV software - set up local administrator account	2	95.00	190.00
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ON-SITE SETUP AND CONFIGURATION - Included for setup of user profile, peripherals, and other applications.	1	50.00	50.00
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*** BASED ON THE ABOVE STANDARD SETUP, ETS DOES NOT ANTICIPATE NEEDING ADDITIONAL HOURS, BUT IF ADDITIONAL SETUP IS NEEDED, OVERFLOW FOR ADDITIONAL SETUP HOURS WILL BE ISSUED THROUGH A CHANGE ORDER.***	1	0.00	0.00
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TERMS AND CONDITIONS	SUBTOTAL	1,739.00
For equipment purchases, payment is due prior to work being completed. Project invoices will be Due Upon Receipt. Invoices not paid within terms will be subject to an interest charge of 18% per annum. If collection is required, the undersigned agrees to pay collection costs and reasonable attorney fees. Standard manufacturer's warranty applies to equipment unless otherwise stated.	SALES TAX	0.00
Sign and date below to accept this quote.	QUOTE TOTAL	1,739.00

Signature: _____

Date: _____

Thank you for considering ETS for your project. We are pleased to present you with a project quote for the services we will provide. The quote presented in this document includes a description of the services we will provide and the total project cost. We strive to take all factors into consideration to provide a fair and accurate quote for your project. If the project requires a change in materials or scope of work, ETS will produce a change order for your approval.

The following process will be followed by client or ETS if a change to this quote is required:

- A request to change or add to any part of the project must be made in writing and will be considered a 'Change Order' to the original project.
- If the Change Order will require a difference in the original project cost, an estimated amount will be provided to the Client for review and approval.
- The Client will confirm the Change Order via email response or signature on change order quote, and in doing so, it is agreed that the Client will pay any difference in cost illustrated in the change order once the project is completed and invoiced. If the Change Order requires some payment upfront, this will be noted.

If you have any questions or concerns about the project quote, please do not hesitate to contact us. We appreciate the opportunity to work with you and look forward to the possibility of partnering on this project.

Jefferson Academy Quote

BARGREEN ELLINGSON

FOODSERVICE SUPPLY & DESIGN

PROJECT

Jefferson Academy

Date: 11/14/2025

Job Reference #: 9953

FROM

Bargreen Ellingson - Salt

Lake City

Paul Kuhn

1855 South 300 West

Salt Lake City, UT 84115

Item	Qty	Description	Sell	Sell Total
1	1 ea	Dishwasher, Door Type, Ventless <i>Hobart Model No. AM16VL-BAS-2</i> Ventless Dishwashing Machine, door type, energy recovery, high temp sanitizing, 208-240/60/3 (field convertible to single phase), internal condensing system, 45 racks/hour, straight-thru or corner installation, user-friendly smart touchscreen controls, Wi-Fi connectivity with SmartConnect app, Delime Notification with Cycle, Sense-A-Temp™ booster, electric tank heat, X-shaped wash arms, scrap screen and basket, door actuated start, door lock, stainless steel tank, tank shelf, chamber, trim panels, frame & feet, cULus, NSF, ENERGY STAR®. Factory Startup - Free for installations within 100 miles (accessible by public roadway) of a Hobart Service Office during normal business hours with appropriate notice; Installation beyond 100 miles or those not accessible by public roadway will be quoted by Service.	\$19,843.00	\$19,843.00
				
	1 ea	Oversized units with crated shipping dimensions greater or equal to 72" in length and/or 90" in height. If delivery is to a facility without a standard height dock, additional shipping charges will apply depending on the service requested.		
	1 ea	Standard warranty - 1-Year parts, labor & travel time during normal working hours within the USA		
	1 ea	NOTE: For water of 3-grains of hardness or more, Hobart suggests adding a water softener.		
			ITEM TOTAL:	\$19,843.00
2	1 ea	Install <i>Custom Model No. AM16VL-BAS-2</i> Remove old machine and install the new unit ready to operate	\$2,950.00	\$2,950.00
			ITEM TOTAL:	\$2,950.00
			Subtotal	\$22,793.00
			Total	\$22,793.00

CUSTOMER COMMITMENT: In foodservice, things don't always go as planned. When those things happen, Bargreen Ellingson is committed to making it right. Our staff is given the power to resolve your issue. If they cannot, or if you are not completely satisfied, we encourage you to call our President, David Ellingson, at (253) 234-1400. Thank you for the opportunity to serve you!

COMPROMISO CON EL CLIENTE: En el servicio de alimentos, las cosas no siempre salen según a lo planeado. Cuando eso ocurre, Bargreen Ellingson se compromete a solucionarlo. Nuestro personal tiene la autoridad para resolver su problema. Si no pueden hacerlo, o si no queda completamente satisfecho, le invitamos a llamar a nuestro Presidente, David Ellingson, al (253) 234-1400. ¡Gracias por brindarnos la oportunidad de servirle!

ENGAGEMENT CLIENT: En restauration, les choses ne se passent pas toujours comme prévu. Lorsque ces choses se produisent, Bargreen Ellingson s'engage à y remédier. Notre personnel a le pouvoir de résoudre votre problème. S'ils ne peuvent pas, ou si vous n'êtes pas entièrement satisfait, nous vous encourageons à appeler notre président, David Ellingson, au (253) 234-1400. Merci pour l'opportunité de vous servir!

Thank you for your business!

Acceptance: _____

Date: _____

Printed Name: _____

Project Grand Total: \$22,793.00

Pricing Good Until: 10/31/2025