



# GREEN DOT PUBLIC SCHOOLS CALIFORNIA

## CONFLICT OF INTEREST POLICY

### I. PURPOSE

The purpose of this Conflict of Interest Policy ("Policy") is to protect Green Dot Public Schools California's ("Green Dot") interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of Green Dot. This Policy is intended to supplement, but not replace: (i) any applicable state and federal laws governing conflicts of interest applicable to California public charter schools, or nonprofit and charitable organizations; and (ii) Green Dot's Conflict of Interest Code, adopted pursuant to the California Political Reform Act (Cal. Gov. Code, § 81000 et seq.), including any exhibit attached thereto.

### II. DEFINITIONS

#### A. 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. If a person is an interested person with respect to any entity in which the organization is a part, he or she is an interested person with respect to all entities.

#### B. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. an ownership or material investment interest in any entity with which Green Dot has a transaction or arrangement;
- b. a compensation arrangement with Green Dot or with any entity or individual with which Green Dot has a transaction or arrangement; or
- c. a potential ownership or material investment interest in, or compensation arrangement with, any entity or individual with which Green Dot 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. Under Article IV, Section B, a member of Green Dot's governing Board of Directors ("Board") who has a financial interest may have a conflict of interest only if the Board decides that a conflict of interest exists.

### C. Material Investment Interest

A "material investment interest" is an investment interest of any kind which, in view of all circumstances, is substantial enough that it reasonably would be expected to affect an interested person's judgment with respect to the transaction or arrangement that Green Dot is negotiating.

## III. DESIGNATED POSITIONS

Certain Green Dot positions, including members of the Board and candidates for election and/or appointment to the Board, involve the making or participation in the making, of decisions that may foreseeably have a material effect on any financial interest. Such positions have been designated and listed in Exhibit "B" in Green Dot's Conflict of Interest Code ("Designated Positions"), which is incorporated by reference herein.

## III. DISQUALIFICATION

No Green Dot employee or Board member in a Designated Position shall make, participate in making, or try to use his/her official position to influence any Green Dot decision which he/she knows or has reason to know will have a reasonably foreseeable material financial effect, distinguishable from its effect on the public generally, on the official or a member of his or her immediate family.

## IV. MANNER OF DISQUALIFICATION

### A. Non-Board Member Employees in a Designated Position

When a Green Dot employee (i.e., not a Board member) in a Designated Position determines that he/she should not make a decision because of a disqualifying interest, he/she should submit a written disclosure of the disqualifying interest to his/her immediate supervisor. The supervisor shall immediately reassign the matter to another employee and shall forward the disclosure notice to Green Dot's Chief Executive Officer ("CEO") who shall record the employee's disqualification.

### B. Board Members

Board members shall disclose a disqualifying interest at the Board meeting (or, if not present, prior to the Board meeting) during which consideration of the proposed transaction or arrangement takes place. After disclosure of the disqualifying interest and all material facts, he/she shall leave the Board 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.

This disclosure shall be made part of the Board's meeting minutes. The Board meeting minutes shall include the names of the persons who disclosed or otherwise were found to have a disqualifying interest in connection with an actual or possible conflict of interest, the nature of the disqualifying 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.

The Board member shall refrain from participating in the decision in any way (i.e., the Board member with the disqualifying interest shall refrain from voting on the matter and influencing or attempting to influence the vote on the matter) and comply with any applicable provisions of Green Dot's Board Bylaws.

#### **V. VIOLATIONS OF THIS CONFLICT OF INTEREST POLICY**

If the Board or CEO has reasonable cause to believe a Board member or Green Dot employee in a Designated Position has failed to disclose an actual or possible conflict of interest, the Board or CEO shall inform the individual of the basis for such belief and afford the individual an opportunity to explain the alleged failure to disclose.

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

Adopted: August 26, 2015

Amended: N/A