

**CONFLICT OF INTEREST POLICY**  
**WESLEY INTERNATIONAL ACADEMY, INC.**

**Article I**  
**Purpose**

The purpose of Wesley International Academy, Inc's (WIA's) conflict of interest policy is to protect WIA, a tax-exempt organization, when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a WIA officer or director or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**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 WIA has a transaction or arrangement,
- b. A compensation arrangement with WIA or with any entity or individual with which WIA has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which WIA 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 V, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

**Article III**  
**Financial Governance**

**1. Prohibitions**

- a. No board member shall use or attempt to use his or her official position to secure unwarranted privileges, advantages, employment for himself or herself, any of his or her immediate family members, or others.
- b. No board member shall act in his or her official capacity in any matter in which s/he, any of his or her immediate family members, or any business organization in which s/he has a material financial interest, that would reasonably be expected to impair his or her objectivity or independence of judgment.

- c.** No board member shall solicit or accept or knowingly allow any of his or her immediate family members or any business organization in which s/he has an interest to solicit or accept any gift, favor, loan, political contribution, service, promise of future employment, or other thing of value based upon an understanding that the gift, favor, loan, contribution, service, promise, or other thing of value was given or offered for the purpose of influencing that board member in the discharge of his or her official duties. For purposes of this paragraph, a gift, favor, loan, contribution, service, promise, or other thing of value shall not include the items contained in subparagraphs (a)(2)(A) through (a)(2)(J) of Georgia Code Section 16-10-2.
- d.** No board member shall use, or knowingly allow to be used, his or her official position or any information not generally available to the members of the public which s/he receives or acquires in the course of and by reason of his or her official position for the purpose of securing financial gain for himself or herself, any of his or her immediate family members, or any business organization with which s/he is associated.
- e.** No board member or any of his or her immediate family members or any business organization in which s/he has an interest shall represent any person or party other than the charter school governing board in connection with any cause, proceeding, application, or other matter pending before the charter school governing board on which s/he serves.
- f.** No board member shall be prohibited from making an inquiry for information on behalf of a community member if no fee, reward, or other thing of value is promised to, given to, or accepted by the board member or any of his or her immediate family members in return therefor.
- g.** No board member shall be deemed in conflict with these provisions if, by reason of his or her participation in any matter required to be voted upon by the charter school governing board, no material or monetary gain accrues to him or her as a member of any profession, occupation, or group to any greater extent than any gain could reasonably be expected to accrue to any other member of that profession, occupation, or group.
- h.** No board member may also be an officer of any organization that sells goods or services to that charter school unless the organization providing goods or services is a Nonprofit membership organization or there are fewer than three sources for such supplies or equipment within the county; provided, however, that any purchase of goods or services that is equal to or greater than \$10,000 shall be approved by a majority of the members of the board in an open public meeting.
- i.** No board member shall be deemed in conflict with these provisions if, by reason of his or her participation in any matter required to be voted upon by the charter school governing board, no material or monetary gain accrues to him or her as a member of any profession, occupation, or group to any greater extent than any gain could reasonably be expected to accrue to any other member of that profession, occupation, or group.
- j.** No charter school governing board may do business with a bank or financial institution where a board member is an employee, stockholder, director or officer when such member owns 30% or more stock in that institution.
- k.** No board member may have a financial interest in school buses, bus equipment or supplies, provide services for buses owned by the board, or sell gasoline to the board from a corporation in which the board member is a shareholder.
- l.** No board member shall accept a monetary fee or honorarium in excess of \$101.00 for a speaking engagement, participation in a seminar, discussion panel, or other activity which directly relates to the official duties of that public officer or the office of that public officer. Actual and reasonable expenses for food, beverages, travel, lodging, and registration for a meeting which are provided to permit participation in a panel or speaking engagement at the

meeting shall not be monetary fees or honoraria.

## **Article IV Board Member Conduct**

### **1. Prohibitions**

- a.** No board member shall disclose or discuss any information which is subject to attorney- client privilege belonging to the charter school governing board to or with any person other than other board members, the board attorney, the school leader, or persons designated by the school leader for such purposes unless such privilege has been waived by a majority vote of the whole board.
- b.** No board member shall vote on the employment or promotion of any of his or her immediate family members. No immediate family member of a board member may be employed or promoted unless a public, recorded vote is taken separately from all other personnel matters.
- c.** No board member may be employed in any position in the charter school in which they serve.
- d.** No board member shall be employed by the State Department of Education or serve concurrently as a member of the State Board of Education.
- e.** No member of a charter school governing board shall serve simultaneously on the governing body of a public local school district or of a private elementary or secondary educational institution that actively seeks funding from any government entity or private entity from which the charter school seeks funding.

## **Article V 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 directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

### **2. 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, s/he shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

### **3. Procedures for Addressing the Conflict of Interest**

- a.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, s/he 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 governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c.** After exercising due diligence, the governing board or committee shall determine whether WIA can obtain with reasonable efforts a more advantageous 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 governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in WIA'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.

#### **4. Violations of the Conflicts of Interest Policy**

**a.** If the governing board or committee has reasonable cause 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 governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### **Article VI Records of Proceedings**

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

**a.** 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 governing board's or committee's decision as to whether a conflict of interest in fact existed.

**b.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### **Article VII Compensation**

**a.** A voting member of the governing board who receives compensation, directly or indirectly, from WIA for services is precluded from voting on matters pertaining to that member's compensation.

**b.** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from WIA for services is precluded from voting on matters pertaining to that member's compensation.

**c.** No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from WIA, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

### **Article VIII Annual Statements**

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

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands WIA 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.

**Article IX  
Periodic Reviews**

To ensure WIA 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, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to WIA's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**Article X  
Use of Outside Experts**

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

**Article XI  
Acknowledgement**

Each member of this board understands and acknowledges that no person shall be eligible to serve on a charter school governing board unless s/he has read and understands the code of ethics provisions applicable to members of charter school governing boards and has agreed to abide by them.

**ADOPTED BY RESOLUTION OF THE BOARD**

\_\_\_\_\_  
Printed Name, Chair

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature, Chair