



## CONFLICT OF INTEREST POLICY

(Adopted November 29, 2007; Last Reviewed and Updated August \_\_\_\_, 2021)

### Article I.

#### Purpose

The purpose of this Conflict of Interest Policy is to protect the E.L. Haynes Public Charter School's (the "Corporation") interest when it is contemplating entering into a transaction or arrangement with an officer or director of the Corporation, or other interested persons as defined below. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable corporations.

### Article II.

#### Definitions

#### 1. Interested Person

- i. An individual who is a founder<sup>1</sup> of the Corporation, or who is a current or former trustee, director, member, member of a designated body, officer, or key leader<sup>2</sup> of the Corporation;
- ii. A family member<sup>3</sup> of any of the individuals identified in sub-subparagraph (i);
- iii. An entity identified as submitting a petition to establish the Corporation pursuant to § 38-1802.02(13);
- iv. An entity in which an individual identified in sub-subparagraph (i) serves as a member of the board of directors or has a financial interest; or
- v. An entity in which a family member of an individual identified in sub-subparagraph (i) serves as a member of the board of directors or has a financial interest.

#### 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 the Corporation has a transaction or arrangement, or

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<sup>1</sup> "Founder" means an individual identified in a petition to establish a public charter school pursuant to § 38-1802.02(13).

<sup>2</sup> "Key leader" means an individual holding any administrative, financial, operations, legal, or executive position at a public charter school as identified in the public charter school's charter agreement.

<sup>3</sup> "Family member" means an individual who is legally or biologically related to another individual, or an individual who is legally or biologically related to the spouse or domestic partner of another individual.



- b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

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

A conflict of interest exists for any contract or transaction between the Corporation and an interested party, but such conflicting interest transactions are not necessarily prohibited provided that the procedures below are followed, and the Board of Trustees authorizes the transaction in good faith and the transaction is fair to the Corporation at the time that it is authorized.

**Article III.**  
**Procedures**

1. Duty to Disclose

In connection with any actual or possible conflicting interest transaction, an interested person must disclose the existence of the financial interest and must be given the opportunity to disclose all material facts to the directors and members of committees with board-delegated powers considering the impact of the potential conflict of interest on the proposed transaction or arrangement. Failure to disclose material facts of the conflicting relationship or interest before the meeting at which the transaction is authorized will void the transaction.

2. Determining Whether to Proceed with a Conflicting Interest Transaction

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the conflicting interest transaction is discussed and voted upon. Interested trustees may be counted in determining the presence of a quorum at a meeting where a conflicting interest transaction is discussed but the interested trustee(s) may not vote. The remaining disinterested board or committee members shall decide whether to authorize the transaction. The Board may only authorize a conflicting interest transaction in good faith by an affirmative vote of a majority of disinterested trustees and only if the transaction is fair to the Corporation at the time the transaction is authorized.

3. Procedures for Voting on Conflicting Interest Transactions

- a. An interested person may make a presentation at the board or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and any vote on, the transaction.



- b. The chairperson of the board or committee shall, if appropriate, appoints a disinterested person or committee to investigate alternatives to the proposed transaction.
  - c. After exercising due diligence, the board or committee shall determine whether the Corporation 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 is not reasonably possible under circumstances not producing a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction is in the Corporation's best interest, for its own benefit, and whether the transaction is fair and reasonable. The Corporation shall make its decision as to whether to enter into the transaction in conformity with the above determination.
  - e. The Board of Trustees shall report any conflicting interest contract or transaction it authorizes to the Public Charter School Board within 3 days of authorization.
4. Violations of the Conflict of Interest Policy
- a. If the board or committee has reasonable cause to believe that 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 such further investigation as warranted by the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
  - c. The board or committee must also determine whether the transaction is void or voidable as a result of the conflict of interest.

#### **Article IV.**

##### **Records of Proceedings**

1. The minutes of the 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 conflicting interest or relationship, the material facts as to the conflicting interest or relationship, any action taken to investigate the conflicting interest, and the board's or committee's decision as to whether to authorize the conflicting interest transaction.
  - b. The names of the persons who were present for discussions and votes relating to the transaction, the content of the discussion, including any alternatives to the proposed transaction, and a record of any votes taken in connection with the proceedings including the identity and vote of each disinterested trustee who voted.

#### **Article V.**

##### **Compensation**



1. A voting member of the board of directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**Article VI.**  
**Annual Statements**

1. Each director, principal officer and member of a committee with board-delegated powers shall annually sign a statement, which affirms that such person:
  - a. Has received a copy of the conflict of interest policy,
  - b. Has read and understands the policy,
  - c. Has agreed to comply with the policy, and
  - d. Understands that the Corporation is a charitable organization and that 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 VII.**  
**Periodic Reviews**

1. To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it 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 are the result of arm's length bargaining.
  - b. Whether partnership, joint ventures, arrangements with management, and arrangements with other entities— if either nonprofit or for-profit entities—conform to the Corporation'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 an excess benefit transaction.
  - c. Whether agreements to provide education, training or other services and agreements with other organizations or their employees, further the Corporation's charitable purposes and do not result in inurement or impermissible private benefit.



**Article VIII.**  
**Use of Outside Experts**

In conducting the periodic reviews provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

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Signature

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Name

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Date