

Commonwealth Education Connections Charter Schools

Section: General Administration

Title: Conflict of Interest

Approved: November 2012

Purpose

The purpose of the conflict of interest policy is to protect this tax school's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a director of Commonwealth Education Connections Charter Schools 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 schools.

Policy

Commonwealth Education Connections Charter Schools shall not enter into any transaction or arrangement that might benefit the private interests of a director of Commonwealth Education Connections Charter Schools or might result in possible excess transactions. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable schools. This policy is exclusively for Board Members, Committee Members, the Principal and Vice Principal. The Chief Executive Officer and Executive Team Members at the discretion of the CEO are excluded from this policy and are governed under a specific set of policies set forth in the By-Laws.

Definitions

1. Interested Person

Any director or member of a committee with governing Board delegated powers, who has direct financial interest, as defined below, is an interested person.

2. Financial Interest

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

- a) An interest in any entity with which Commonwealth Education Connections Charter Schools has a transaction or arrangement;
- b) A compensation arrangement with the Commonwealth Education Connections Charter Schools or with any entity or individual with which the Commonwealth

Education Connections Charter Schools is negotiating a transaction or arrangement, or

- c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Commonwealth Education Connections Charter Schools 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 III, 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.

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, he/she 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 take a presentation at the governing Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b) The chairperson of the 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 the Commonwealth Education Connections Charter Schools can obtain the 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 the school'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 Conflict 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.

Records of Proceeding

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 take to determine whether a conflict of interest was present, and the governing Boards' or committee's decision as to whether a conflict of interest in fact existed.
- b) The names of the person 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.