

Envision Schools Conflict of Interest Policy

Purpose:

The purpose of the conflict of interest policy is to protect Envision Schools' interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of Envision 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 organizations.

Definitions:

1. Interested Person-

Any director, principal officer, key employee or member of a committee with board of director 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 Envision Schools has a transaction or arrangement.
- b. A compensation arrangement with Envision Schools or with any entity or individual with which Envision Schools has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with any entity or individual with which Envision Schools is negotiating a transaction or arrangement.

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

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 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 Board of Directors 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.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board 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 board of directors shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the board of directors shall determine whether Envision Schools 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.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in Envision Schools' 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 of directors 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 of directors determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action and/or up to immediate termination.

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 taken to determine whether a conflict of interest was present and the governing board of director'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.

Annual Statements:

Each board member, executive director, and member of a committee with governing board-delegated powers shall annually sign a statement that 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 Envision Schools is a non profit and in order to maintain its federal tax exemption, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Periodic Reviews:

To ensure Envision Schools 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 Envision Schools written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in impermissible private benefit.

When conducting the periodic reviews, Envision Schools may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of directors of its responsibility for ensuring periodic reviews are conducted.

Envision Schools: Conflict of Interest Verification/Signature

I, _____, Board Member/Director/Officer of Envision Schools hereby certify that as of the date that this certification is made and except as fully described in the signed statement attached hereto:

1. That I do not have and am aware that it is impermissible for me to have a financially beneficial relationship resulting in excess benefit transaction with any competitor, client, supplier or subordinate of Envision Schools which impairs my ability to exercise good judgment on behalf of Envision Schools, creating an actual or potential conflict of interest. I understand this includes family relationship by virtue of blood (i.e. grandparents, parents, brothers, sisters and children), marriage (including common-law marriage, if recognized by the State), or adoption with any officer, director, board member or partner.
2. That I have not and will not receive any compensation from the parties mentioned above for any services as an officer, board member or authorized agent or otherwise.
3. That if any of the types of relationships or situations described above should arise, I will immediately and fully disclose (not to exceed 10 business days) the relevant circumstances to an immediate supervisor or any other appropriate supervisor, for a determination as to whether a potential or actual conflict exists.
4. That if an actual or potential conflict is determined, Envision Schools may take whatever corrective action appears appropriate according to the circumstances and that failure to disclose facts shall constitute grounds for disciplinary action and/or up to termination.
5. That I have received and fully read Envision Schools’ Conflict of Interest Policy. I understand Envision Schools Conflict of Interest Policy and accept and agree to comply with the information contained within Envision Schools Conflict of Interest Policy
6. I understand Envision Schools is a non profit organization and in order to maintain its federal tax exemption, it must engage primarily in activities that accomplish on or more of its tax exempt purposes.

 Print Name

 Sign Name and Date