

DOCUMENT (5)

Exhibit L:

Code of Ethics

## **Exhibit L: TRCS Board of Trustees Code of Ethics and Conflict of Interest Policy**

The Renaissance Charter School (“TRCS” or “School”) recognizes that sound ethical standards of conduct serve to increase the effectiveness of the Board of Trustees, officers, and employees. Actions based on an ethical code of conduct promote public confidence and the attainment of TRCS’s goals and objectives.

In an effort to achieve and maintain the highest standards of conduct, all Trustees, officers, and employees are required to exercise the highest ethical standards of conduct and practice and comply with all requirements under applicable law and regulation at all times. Each Trustee, officer, and employee must commit to the following Code of Ethics, as applicable:

Board members, officers, and employees will:

- Recognize that the Board’s function is the provision of education and strive to maintain a balance between fiscal responsibility and an accountability for results,
- Uphold and promote policies of the Board and the School,
- Preserve and protect the civil and human rights of all members of the school community,
- Respect the confidentiality of information that is privileged, including all non-public session discussions, and student information,
- Avoid being placed in a position of conflict of interest; avoid any conflict of interest with respect to fiduciary responsibility and refuse to use Board, officer, or employment position in any way for personal gain,
- Respect and encourage the expression of opinion by all Board members; hear fairly individual opinions and work in a spirit of harmony despite differences,
- Never ask a subordinate, student, or parent of a student to work or give to any political campaign,
- Remember that each member is one of a team and must strive to teamwork.

Board members and officers agree to the following conditions:

- Each Board member has the right to participate in discussions and vote on all issues before the Board or any Board Committee, except that any board member shall be excused from the discussion and vote on any matter involving such board member relating to (a) a “self dealing transaction,” (b) a conflict of interest, (c) indemnification of the board member uniquely, or (d) any other matter at the discretion of the majority of the board members,
- The Board of Trustees and the employees of TRCS shall not engage in any “self-dealing transactions,” except as approved by the Board. "Self-dealing transaction" means a transaction to which the School is a party and in which one or more of the Board members has a material financial interest. Notwithstanding this definition, the following transaction is not a self-dealing transaction, and is subject to the Board's general standard of care: a transaction that is part of a public or charitable program of the School, if the transaction (a) is approved or authorized by the Board in good faith and without unjustified favoritism, and (b) results in a benefit to one or more board members or their families because they are in a class of persons intended to be benefited by the program,
- Any Trustee or officer having an interest in a contract, other transaction or program presented to or discussed by the Board of Trustees for authorization, approval, or ratification shall make a prompt, full and frank disclosure to the Board of his or her interest prior to its acting on such contract or transaction. Such disclosure shall include all relevant and material facts known to such person about the contract or transaction, which might reasonably be construed to be adverse to the Board’s interest. A person shall be deemed to have an “interest” in a contract or other transaction if he or she or any sister, brother, ancestor, descendant, spouse, domestic partner, brother-in-law, sister-in-law, daughter-in-law, son-in-law, mother-in-law, or

- father-in-law of any such person is the party (or one of the parties) contracting or dealing with the school, or is a director, trustee or officer of, or has a significant financial or influential interest in, the entity contracting or dealing with the school,
- Any Board members representing any not-for-profit corporation proposing to do business with TRCS shall disclose the nature and extent of such business proposition,
  - Trustees, officers, or employees of any single external organization shall hold no more than 40 percent of the total seats comprising the Board of Trustees,
  - Trustees, officers, and employees of a for-profit corporation having a business relationship with the Charter School shall serve not as voting member of the Board for the duration of such business relationship, provided, however, that this provision shall not apply to any exception as contained in New York General Municipal Law and to the following:
    - Individuals associated with a partnership, limited liability corporation or professional corporation, including but not limited to doctors, accountants and attorneys;
    - Individuals associated with an educational entity some of whose faculty may be providing paid services directly or indirectly to such charter School;
    - Individuals associated with a bank, insurance, mutual fund, investment bank, stock brokerage, financial planning, or other financial services organization.
    - Individuals associated with other businesses, provided that the Board of Trustees consents to such involvement by majority vote and in writing. The individuals must provide notice to the Board of any potential conflict of interest that may arise. Such notice must be provided to the Board of Trustees as soon as the individuals are made aware of the potential conflict of interest.
  - Board members shall make all appropriate financial disclosures whenever a grievance of conflict of interest is lodged against them,
  - Board members shall not use their position with TRCS to acquire any gift or privilege worth \$50 or more that is not available to a similarly situated person, unless that gift is for the use of TRCS. Board members shall report to the Board of Trustees their acceptance of any gift or privilege more \$25 or more from any person or organization that is or more potentially do business with or provide services to the TRCS. Such reporting must occur at the next Board meeting following receipt of the gift,
  - Board decisions can only be transacted at official Board meetings,
  - No member of the Board has individual authority and, therefore, cannot make unauthorized commitments on behalf of the Board,
  - Each Board member and officer should freely ask questions and give opinions and know that this involvement is valued and important,
  - Board members and officers shall at all times avoid engaging in activities that would appear to be unduly influenced by other persons who have a special interest in matters under consideration by the Board.
  - Once the majority of the Board makes a decision in good faith, it is the decision of the Board,
  - Board members should support cohesiveness in the school's culture and not speak against any final decision that was reached in good faith,
  - Board members' interaction with the school's management team or with staff must recognize the lack of authority in any individual member or group of board members except as noted in board policies,  
Board members will express no judgments of the management team or staff performance except as that performance is assessed in accordance with explicit board policies to evaluate the school's management team annually.

