



BRILLA VERITAS
Elementary School

(e) Code of Ethics

The public purpose and tax-exempt status of charitable organizations imposes a special obligation to maintain the public trust. The Board of Trustees (the “Board”) and senior staff of Brilla College Preparatory Charter Schools (“Brilla College Prep”) must conduct their affairs in the best interests of the schools; avoid conflict, or the appearance of conflict, between their personal interests and those of Brilla College Prep; and ensure that they do not receive improper personal benefit from their positions.

Accordingly, the Board has adopted the following procedures to govern Brilla College Prep’s decision-making processes. Moreover, Board Members, experts, advisors, and Brilla College Prep staff of any level are subject to the gift policy set forth below.

- Trustees, officers, or employees of any external organization shall hold no more than 40 percent of the total seats comprising the Board.
- Trustees shall make all appropriate financial disclosures whenever a grievance of conflict of interest is lodged against them.
- Trustees, officers, and employees may never ask a subordinate, a student, or a parent of a student to work on or give to any political campaign.
- Trustees, officers, and employees will exercise the highest degree of care not to disclose confidential information including, but not limited to:
 - Student records
 - Financial information
 - Personnel records
 - Payroll records
- Trustees, officers, and employees will observe rules of behavior and conduct. Unacceptable conduct includes, but is not limited to:
 - Theft or inappropriate removal or possession of property
 - Falsification of documents
 - Possession, distribution, sale, transfer, or use of alcohol or illegal drugs in the workplace or while on duty
 - Use of tobacco or tobacco products on schools’ grounds

- Insubordination or other disrespectful conduct
- Violation of safety or health rules
- Sexual or other unlawful or unwelcome harassment
- Excessive absenteeism or any absence without notice

Conflict of Interest Procedures and Definitions

1. Board Members that have an Interest, as defined below, with respect to a transaction the Board is considering, shall disclose all material facts of their Interest to the entirety of the Board. Such transactions include contracts and the provision of services. The disclosure of an Interest may be made orally or in writing. A Board Member has an Interest if the Board Member or, to the Board Member's knowledge (after reasonable inquiry), the Board Member's Family Member (including parent, grandparent, spouse, sibling, child, grandchild, niece, or nephew), or close business associate (i) is employed by, or (ii) holds a fiduciary, significant owner, or senior position with, any entity or person with which Brilla College Prep is considering a transaction. In addition, the Board expects Board Members to disclose close friendships with (a) any person with whom Brilla College Prep is considering a transaction, and (b) any person who has a significant position in an entity with which Brilla College Prep is considering a transaction. Intentionally and knowingly failing to disclose any of the aforementioned information may be grounds for removal from the Board or termination of employment by Brilla College Prep. Upon receiving all the material facts regarding the Interest, the independent Board Members shall vote to determine if a conflict of interest actually exists. A record of the disclosed Interest and the independent Board Members' vote to determine if a conflict of interest exists shall be memorialized in writing and recorded in the corporate minute book. If a Board Member's Interest is deemed to be a conflict of interest, the procedures set forth in Section 2 shall control.

2. Whenever the Board has determined that a Board Member has a conflict of interest, the following steps must be taken:

a. The Board Member with the conflict of interest shall recuse himself or herself from the Board's consideration of the relevant transaction, and he or she shall not vote, act, or attempt to influence improperly the deliberations or voting on such matter.

b. The independent Board Members shall consider alternative transactions not producing a conflict of interest to determine if such transactions may be more advantageous. In order to consider alternative transactions, the independent Board Members shall review relevant market information and data pertaining to alternatives to the proposed transaction.

c. If a more advantageous transaction is not reasonably possible under circumstances not producing a conflict of interest, the independent Board Members shall determine by a majority vote whether the transaction or arrangement is: (i) in the best interests of Brilla College Prep; (ii) for Brilla College Prep's own benefit; and (iii) fair and reasonable.

3. As referenced in Sections 2.2(g) and 2.3 of the Second Amended and Restated Charter Agreement, as amended from time to time, prior to election and annually thereafter, all Board Members will be required to file with the Board a written statement identifying any entity for which Brilla College Prep has a relationship with and for which such Board Member is affiliated.

4. The officers of Brilla College Prep and the senior staff members of Brilla College Prep (including, but not limited to, any Key Person (as hereinafter defined), the Head of School or any other employee, expert or advisor who is in a position to influence a decision in which he/she has an Interest) shall disclose to the Head of School (or Head of School's designee), orally or in writing, any Interest as defined above, and shall, unless the Head of School (or Head of School's designee) determines otherwise, recuse her- or himself from the decision-making process. The Procedures set forth in the preceding sentence shall also apply to any Board Member who has knowledge that he/she has an Interest in a transaction being considered by Brilla College Prep below the Board level. In a consistent manner with Section 1 above, a record of the disclosed Interest and the independent Board Members' vote to determine if a conflict of interest exists shall be memorialized in writing and recorded in the corporate minute book. If the independent Board Members determine that a conflict exists, such conflicted officer or senior staff member shall recuse himself or herself from all decisions regarding the conflicted matter. In addition, the persons listed in the first sentence of this paragraph shall disclose close friendships with (a) any person with whom Brilla College Prep is considering a transaction, and (b) any person who has a significant position in an entity with which Brilla College Prep is considering a transaction. Intentionally and knowingly failing to disclose any of the aforementioned information may be grounds for termination of employment by Brilla College Prep.

5. No Board Member or staff member shall accept or solicit payments for expenses associated with Brilla College Prep-related travel, meals, or other professional activity from actual or potential suppliers of Brilla College Prep. No person listed in the previous sentence shall receive or solicit a gratuitous payment or article of monetary value worth \$75 or more from actual or potential suppliers of services or goods for Brilla College Prep, except (a) gifts presented to Brilla College Prep where the recipient is representing Brilla College Prep and thereafter presents the gift to Brilla College Prep, or (b) gifts that are motivated solely by a family or personal relationship, but are in no way connected with the recipient's official Brilla College Prep duties. In general, a recipient should make every effort to decline to accept gifts on behalf of Brilla College Prep, but, in cases where it would be considered ungracious to do so, should make clear that the gift is being accepted on behalf of, and will be given to, Brilla College Prep.

6. Additional Conflict of Interest Provisions for all Trustees, Officers and Employees

a. The conflict of interest provisions of the New York General Municipal Law are applicable to charter schools to the same extent those provisions (Gen. Municipal Law §§800-804, 804-a, 805, 805-a, 805-b, 806) are applicable to school districts. All trustees, officers and employees shall comply with such laws.

b. No trustee, officer, employee, or individual who has responsibilities or exercises significant power or influence over Brilla College Prep as a whole, exercises significant power or influence over a segment of Brilla College Prep that represents a substantial portion of Brilla College Prep's activities, assets or expenses, or controls or determines a substantial portion of Brilla College Prep's capital expenditures or operating budget ("Key Person") shall:

i. Directly or indirectly, solicit any gift, or accept or receive any gift having a value of seventy-five dollars or more, whether in the form of money, service, loan, travel, entertainment, hospitality, thing or promise, or in any other form, under circumstances in which it could reasonably be inferred that the gift was intended to influence him, or could reasonably be expected to influence him, in the performance of his official duties or was intended as a reward for any official action on his part;

ii. Disclose confidential information acquired by him in the course of his official duties or use such information to further his personal interests;

iii. Receive, or enter into any agreement, express or implied, for compensation for services to be rendered in relation to any matter before any charter education corporation school, committee or agency of which he is an officer, member or employee or of any charter education corporation school, committee or agency over which he has jurisdiction or to which he has the power to appoint any member, officer or employee;

iv. Receive, or enter into any agreement, express or implied, for compensation for services to be rendered in relation to any matter before the education corporation or any school, committee or agency of his education corporation, whereby his compensation is to be dependent or contingent upon any action by such corporation, committee or agency with respect to such matter, provided that this paragraph shall not prohibit the fixing at any time of fees based upon the reasonable value of the services rendered;

v. Attempt to improperly influence the deliberation or vote of the independent Board Members concerning a circumstance in which such trustee, officer, employee or Key Person has been deemed to have a conflict of interest; and

vi. Except as permitted by the New York General Municipal Law, have an interest in any for-profit contract with Brilla College Prep.

c. Trustees, officers and employees must disclose any contract with not-for-profit entities, such as charter management organizations, partners and founding organizations.

d. A trustee, officer or employee of Brilla College Prep shall not (i) engage in, solicit, negotiate for or promise to accept private employment that conflicts with such trustee's, officer's or employee's official duties or (ii) hold any investments directly in any financial business, commercial or other private transaction that conflicts with such trustee's, officer's or employee's

official duties (except as approved by the Board and in compliance with Brilla College Prep's conflict of interest policy).

e. Any officer or employee who has, will have, or later acquires an interest in--or whose spouse has, will have, or later acquires an interest in--any actual or proposed contract, purchase agreement, lease agreement or other agreement, including oral agreements, with the education corporation of which he or she is an officer or employee, shall publicly disclose the nature and extent of such interest in writing to his or her immediate supervisor and to the Board as soon as he or she has knowledge of such actual or prospective interest. Such written disclosure shall be made part of and set forth in the official record of the proceedings of such body.

All trustees, officers, and employees of the schools will be given a copy of the code of ethics upon their employment of association with the schools.