

## **Board of Directors' Code of Ethics and Conduct**

GCCS's reputation is a vital asset and GCCS's continued success relies upon GCCS and its governing body, this Board, acting with integrity in our actions and words. This can only be achieved through ethical business conduct throughout the organization including management, employees, and members of the Board of Directors. This Code of Conduct reinforces GCCS's commitment to ethical conduct and professionalism in all that we do.

### **Board Member Actions**

It is the intention of this Code of Conduct to guide the Board in the conduct of its meetings and governance of GCCS. The Members of the Board are required to annually acknowledge the policies below and pledge to adhere to their dictates and follow the letter and spirit of all GCCS policies. If a Board Member is unclear on the intent of this Code of Conduct, they are encouraged to seek guidance from Board leadership and the GCCS management team. In all cases, the Members of the Board are expected to use sound judgment to ensure their conduct is consistent with GCCS's expectations for honesty and the highest level of integrity.

All Board Members must avoid illegal and unethical behavior and must avoid participation in any situation that might reflect unfavorably upon GCI, including the following:

1. Any activities or relationship that may be deemed to be a Conflict of Interest (as set forth in Attachment A - 0342 Conflict of Interest Policy);
2. Failure to adhere to GCCS's Standards of Professionalism and Ethics (as set forth in Attachment B - 0310 Board Member Conduct);
3. Failure to adhere to GCCS's Anti Harassment Policy (as set forth in Attachment C - 4113 Anti-Harassment Policy)
4. Failure to adhere to GCCS's Discrimination or Retaliation Policy (as set forth in Attachment D - 4112 Discrimination or Retaliation in the Workplace)

### **Confidentiality**

In order to encourage and foster open and candid discussion at meetings, the Board of Directors of Guadalupe Educational System, Inc. believes confidentiality must be maintained.

Therefore, it is the policy of the Board of Directors of GCCS that each director, staff member, or employee of GCCS who is in attendance at the meeting shall keep confidential any and all information relating to discussions during any closed or executive sessions at the meetings including information contained in all materials presented during any closed or executive session at a meeting (including, but not limited to, Board Packets, correspondence, emails,

reports or other documentation) unless compelled by legal process to disclose such information, or as agreed by resolution of the Board of Directors that the confidential information may be disclosed. Should a Board Member receive any request via legal process to provide information, they shall immediately notify the attorney for the Board of Directors so that appropriate steps can be taken to maintain confidentiality where applicable. While Board Members and staff members are free to discuss actions adopted by the Board of Directors during open sessions, disclosing or distributing any information concerning the discussions of such items during closed or executive sessions of the Board of Directors meeting is prohibited.

Should a director, staff member or employee of GCCS violate this policy they will be subject to sanction up to including removal from the Board should the majority of the Board approve the sanction to be meted out.

### **No Gifts and Gratuities**

While exchanging gifts can sometimes strengthen business relationships, it can also lead to compromised judgment. To avoid the appearance of compromised judgment and to protect the integrity of the decision-making process, Board Members shall not solicit or accept gifts or gratuities from others or accept anything of value that is intended to, or could appear to, influence business judgment, or that could jeopardize GCCS's reputation or image.

**I UNDERSTAND AND ACKNOWLEDGE I HAVE READ THIS CODE OF CONDUCT AND THE ATTACHMENTS AND WILL ADHERE WITH THE CODE OF CONDCUT AND THE ATTACHMENTS.**

\_\_\_\_\_  
Board Member  
Printed Name:\_\_\_\_\_

Date:\_\_\_\_\_

## **ORGANIZATION**

### **Board Member Conflict of Interest Policy**

**Policy 0342**

#### **Purpose**

The purpose of the conflict of interest policy is to protect this organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of GCCS 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. As a charter school, certain special state conflicts of interest policies apply as discussed within this Policy.

#### **Definitions**

1. Interested Person - Any director, officer, or member of a committee Board delegated powers, who has a direct or indirect financial interest, as defined below.
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 GCCS has a transaction or arrangement,
  - b. A compensation arrangement with GCCS or with any entity or individual with which GCCS has a transaction or arrangement, or
  - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which GCCS 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. 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 Board.

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, the interested person shall leave the 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.

### **Conflicts of Interest Under Missouri law**

Under Missouri law, the following are conflicts of interest. The Board has no discretion on whether these items present a conflict of interest. No person shall be appointed to the Board unless they meet the following requirements. Any Board member who is in violation of any of these requirements is ineligible to serve and shall immediately forfeit their office:

1. No Board member shall hold any other office or being employed by GCCS while serving as a member of the Board.
2. No Board member shall have any substantial interest in any entity employed by or contracting with the Board.
3. No Board member may be an employee of a company that provides substantial services to GCCS.

### **Procedures for Addressing the Conflict of Interest**

An interested person may make a presentation at the Board or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The President of the Board or Chairperson of a committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the Board or committee shall determine whether GCCS 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 Board or committee shall determine by a majority vote of the disinterested Board or committee members whether the transaction or arrangement is in GCCS'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.

### **Violations of the Conflicts of Interest Policy**

If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the Board or committee member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation, as warranted by the circumstances, the 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.

### **Record of Proceedings**

The minutes of the Board and all committees with Board delegated powers shall contain:

1. The names of the person 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 Board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the nature of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### **Compensation**

No voting member of the Board shall receive compensation, directly or indirectly, from GCCS.

### **Annual Statements**

Each director, officer and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and

4. Understands GCCS is charitable and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

### **Periodic Reviews**

To ensure GCCS operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, yearly audits shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining,
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to GCCS'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 in an excess benefit transaction.

### **Use of Outside Experts**

When conducting the periodic reviews as provided for in this Policy, GCCS may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

## **ORGANIZATION**

### **Board Member Conduct**

**Policy 0310**

#### **Board Authority**

Authority of the Board rests only with the Board as a whole and not with any individual Board member unless expressly provided for in the Board's by-laws or through Board resolution. As such, each Board member shall act accordingly.

The Board vests authority for management of GCCS in the Superintendent. The Board shall not undermine the authority of the Superintendent or intrude into responsibilities that appropriately belong in the scope of management, including, but not limited to such functions as hiring, transferring, or dismissing employees.

The Board shall make reasonable efforts to keep the Superintendent informed of concerns or specific recommendations that any Board member may bring forth to the Board as a whole or a committee of the Board.

The Board shall honor the established protocol and respective policy related to student, parent, or staff grievances.

#### **Duties and Responsibilities**

Board members agree to communicate on Board related correspondence in a timely manner defined as no more than 24 hours.

Board members shall reflect through action that the Board member's first utmost concern is for the welfare of the students served by GCCS.

Each Board member shall uphold and enforce laws, rules, regulations, and other mandates pertaining to public charter schools.

#### **Accountability to Stakeholders and Community Relations**

Board members shall at all times maintain transparency in matters protected by law and shall endeavor to provide information in a timely, concise, and relevant manner to all stakeholders.

Each Board member shall work diligently to uphold the mission of the school, to be an ambassador in the community for the school, and support the appropriate and efficient use of resources, including financial and human capital.

Board members shall regularly and systematically communicate information to stakeholders including, but not limited to, academic achievement and fiscal health of the school.

Board members shall, in a timely manner, communicate to the Board or the Superintendent expressions of public reaction to Board policies and school programs.

### **Policy Development**

Board members shall regularly review and revise policies that improve the programs, services, safety, and practices of the school. Such reviews shall be performed by the Executive Committee no less frequently than on a quarterly basis to insure compliance with federal, state and local laws pertaining to public charter schools.

Each Board member shall make policy related decisions only after full discussion at publicly held Board meetings following an established policy or procedure formally adopted by the Board.

### **Board Meetings**

To ensure proper execution of duties and active engagement in the work of the Board, board members shall attend no less than 75% all Board meetings and functions sponsored by the Board.

To ensure proper execution of duties and active engagement in the work of the Board, Board members shall attend all meetings fully prepared to actively discuss and deliberate on matters requiring Board attention or resolution. This extends to fully reviewing all documentation provided in advance of board meetings including meeting agendas, minutes, and attached documentations supporting Board discussions or action.

Board members shall work in a spirit of harmony and cooperation in spite of differences of opinion or philosophy that may arise during discussion and resolution of issues.

Each Board member shall comply with the provisions of the Missouri Sunshine Law related to participating in executive and closed sessions.



Board members shall maintain confidentiality of all discussions and other matters pertaining to Board business during executive sessions of the Board or related to matters or information protected by law.

Each Board member shall in good faith make decisions related to the greater good as opposed to any particular segment or group.

Each Board member shall engage fully in discussion prior to casting a Board vote and shall vote only on matters where the member has full understanding and adequate and appropriate information to make an informed decision.

After casting a vote on any issue, each member agrees to abide by and support all majority decisions of the Board.

### **Personnel Decisions**

Board members shall only consider employment of personnel after receiving and fully considering the recommendation of the Superintendent.

Consideration for employment of the Superintendent shall be made based on the needs and interest of GCCS. Decisions shall be made based on qualifications, experience, philosophy, verifiable performance, and fiscal feasibility related to compensation. All hiring decisions shall be made in accordance with the Missouri Human Rights act and shall not be made based upon race, gender, color, national origin, disability or other factors prohibited by law.

Board members shall ensure regular and impartial evaluations of all staff and the appropriate supervisor or supervising body shall provide timely, written feedback related to formal evaluations.

### **Financial Governance**

Board members shall refrain from and guard against use of any Board member for personal or partisan gain or to benefit any person or entity over the interest of GCCS. Such gain refers to more than nominal or incidental amounts which would tend to impair or hinder independent judgment or action in the performance of official duties.

Each Board member shall require and regularly review financial information and shall ensure proper stewardship of public funds related to appropriate, efficient, and responsible use. In addition, each member shall carefully protect and monitor the fiscal health of the school and support actions which ensure sustainability of the school.

## **Board Member Conduct**

Each Board member shall conduct him or herself publicly in a manner befitting a public official and shall remember that personal actions and behavior reflect upon GCCS.

Members shall communicate with fellow Board members, staff, parents, and community members in a respectful, professional manner at all times.

Each Board member shall refrain from any private action which would compromise the integrity, honor, function, or reputation of the Board or the school.

Every member of the Board shall annually file a written statement acknowledging that he or she is in compliance with this Code of Ethics and supports the responsibilities of board service.

## **4000 PERSONNEL SERVICES**

### **Anti-Harassment Policy**

**Policy 4113**

#### Unlawful Harassment

In accordance with applicable law, GCCS prohibits sexual harassment and harassment because of race, color, national origin, ancestry, religion, creed, physical or mental disability, marital status, age, or any other basis protected by federal, state or local law. Guadalupe is committed to taking all reasonable steps to prevent harassment from occurring.

Unlawful harassment because of sex, race, color, national origin, ancestry, religion, creed, physical or mental disability, marital status, age or any other protected characteristic includes, but is not limited to:

- 1) Verbal conduct such as epithets, derogatory comments, slurs, or unwanted sexual advances, invitations, or comments.
- 2) Visual conduct such as derogatory posters, photography, cartoons, drawings, or gestures.
- 3) Physical conduct such as unwanted touching, blocking normal movement, or interfering with work directed at you because of your sex or any other protected basis.
- 4) Threats and demands to submit to sexual requests in order to keep your job or avoid some other loss, and offers of job benefits in return for sexual favors.
- 5) Retaliation for opposing, reporting or threatening to report harassment, or for participating in an investigation, proceeding or hearing conducted by an investigating agency.

Prohibited harassment is not necessarily limited to the loss of a job or some other economic benefit. Prohibited harassment that impairs an employee's working ability or emotional well-being at work is considered a violation of this policy and will not be tolerated.

Retaliation against any employee by another employee or by the school for reporting, filing, testifying, assisting or participating in any manner in any investigation, proceeding or hearing conducted by the school or a federal or state enforcement agency is prohibited.

Any employee, including any supervisor or manager, who is found to have engaged in unlawful harassment is subject to disciplinary action up to and including termination from employment.

To report of violations of this Policy please see the reporting provisions of set forth in Policy 4810. Adverse action will not be taken against any person who reports or participates in the investigation of a violation of this policy. GCCS will not tolerate violations of this policy. Any violation subjects the violator to disciplinary action, up to and including discharge.

## **4000 PERSONNEL SERVICES**

### **Discrimination or Retaliation in the Workplace**

**Policy 4112**

The Board prohibits discrimination of one employee by another employee, supervisor or third party for any reason based race, color, religion, national origin, age, physical or mental disability, genetic information, veteran status, uniform service member status or any other protected class under federal, state, or local law. GCCS prohibits retaliation related to any complaint made by an employee and brought forward to a member of management or the Human Resources Department.

GCCS employees have a right to work in an environment free from all forms of discrimination and conduct which can be considered harassing, coercive or disruptive. All employees of GCCS are expected to treat others with dignity and respect at all times. Discrimination based upon race, color, religion, sex, citizenship, ancestry, national origin, age, disability, veteran status, genetic information or any other characteristic protected under the law will not be tolerated.

To report of violations of this Policy please see the reporting provisions of set forth in Policy 4815. Adverse action will not be taken against any person who reports or participates in the investigation of a violation of this policy. GCCS will not tolerate violations of this policy. Any violation subjects the violator to disciplinary action, up to and including discharge.