

Appendix O – Resurgence Hall Conflict of Interest Policy

This conflict of interest policy is designed to help directors, officers and employees of Resurgence Hall Charter School (“Resurgence Hall”) identify situations that present potential conflicts of interest and to provide Resurgence Hall with a procedure which, if observed, will allow a transaction to be treated as valid and binding even though a director, officer or employee has or may have a conflict of interest with respect to the transaction. In the event there is an inconsistency between the requirements and procedures prescribed herein and those prescribed in the Georgia Nonprofit Corporations Code, the statute shall control.

- I. **Conflict of Interest Defined.** For purposes of this policy, the following circumstances shall be deemed to create Conflicts of Interest:

A. Outside Interests.

- i. A Contract or Transaction between Resurgence Hall and a Responsible Person or Family Member.
- ii. A Contract or Transaction between Resurgence Hall and an entity in which a Responsible Person or Family Member has a Material Financial Interest or of which such person is a director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator or other legal representative.

B. Outside Activities.

- i. A Responsible Person competing with Resurgence Hall in the rendering of services or in any other Contract or Transaction with a third party.
- ii. Responsible Person’s having a Material Financial Interest in; or serving as a director, officer, employee, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator or other legal representative of, or consultant to; an entity or individual that competes with Resurgence Hall in the provision of services or in any other Contract or Transaction with a third party.

C. Gifts, Gratuities and Entertainment.

A Responsible Person accepting gifts, entertainment or other favors from any individual or entity that:

- i. does or is seeking to do business with, or is a competitor of Resurgence Hall; or
- ii. has received, is receiving or is seeking to receive a loan or grant, or to secure other financial commitments from Resurgence Hall;
- iii. is a charitable organization operating in Georgia;
- iv. under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Responsible Person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant

value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of Resurgence Hall.

II. **Definitions.**

- A. A "Conflict of Interest" is any circumstance described in Part 1 of this Policy.
- B. A "Responsible Person" is any person serving as an officer, employee or member of the Board of Directors of Resurgence Hall.
- C. A "Family Member" is a spouse, domestic partner, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister, of a Responsible Person.
- D. A "Material Financial Interest" in an entity is a financial interest of any kind, which, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect a Responsible Person's or Family Member's judgment with respect to transactions to which the entity is a party. This includes all forms of compensation.
- E. A "Contract or Transaction" is any agreement or relationship involving the sale or purchase of goods, services, or rights of any kind, the providing or receipt of a loan or grant, the establishment of any other type of pecuniary relationship, or review of a charitable organization Resurgence Hall. The making of a gift to Resurgence Hall is not a Contract or Transaction.

III. **Procedures.**

the Chair's designee, who shall determine whether there exists a Conflict of Interest that is subject to this policy.

B. Voting

- i. A person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote. The person having a conflict of interest may not vote on the Contract or Transaction and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote shall be reflected in the minutes of the meeting. For purposes of this paragraph, a member of the Board of Directors of Resurgence Hall has a Conflict of Interest when he or she stands for election as an officer or for re-election as a member of the Board of Directors.
- ii. A quorum is present if a majority of the directors on the board who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the transaction.
- iii. A transaction may not be authorized, approved, or ratified under this section by a single director.

C. Approval

A transaction in which a director or officer of a corporation has a conflict of interest may be approved if:

- i. The material facts of the transaction and the director's or officer's interests were disclosed or known to the board of directors or a committee consisting entirely of members of the board of directors and the board of directors or such committee authorized, approved, or ratified the transaction.
- ii. The material facts of the transaction and the director's or officer's interest were disclosed and or known to the members and they authorized, approved or ratified the transaction.

IV. Confidentiality.

Resurgence Hall Charter School

- A. Each new Responsible Person shall be required to review a copy of this policy and to acknowledge in writing that he or she has done so.
- B. Each Responsible Person shall annually complete a disclosure form identifying any relationships, positions or circumstances in which the Responsible Person is involved that he or she believes could contribute to a Conflict of Interest arising. Such relationships, positions or circumstances might include service as a director of or consultant to a nonprofit organization, or ownership of a business that might provide goods or services to Resurgence Hall. Any such information regarding business interests of a Responsible Person or a Family Member shall be treated as confidential and shall generally be made available only to the Chair, the Executive Director, and any committee appointed to address Conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.
- C. This policy shall be reviewed annually by each member of the Board of Directors. Any changes to the policy shall be communicated immediately to all Responsible Persons.

Resurgence Hall
Conflict of Interest Information Form

Date: _____

This image shows a blank sheet of white paper with horizontal ruling lines. The lines are evenly spaced and extend across the width of the page. There are no margins, text, or other markings on the paper.

Date: _____