

**LITERACY FIRST CHARTER SCHOOLS
CONFLICT OF INTEREST POLICY**

**ARTICLE I
PURPOSE**

Section 1. PURPOSE. The purpose of this conflict of interest policy ("Policy") is to protect the Patriot Legacy Education Foundation's ("Organization") interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization 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 conflicts of interest applicable to nonprofit and charitable organizations. This Policy adopts FPPC 18730 (2 CCR 18730) and any future amendments. FPPC 18730 and the following Articles II-IX constitute this Policy.

**ARTICLE II
DEFINITIONS**

Section 1. INTERESTED PERSON. Any director, officer, or member of a committee with Board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Section 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 the Organization has a transaction or arrangement;
- b) A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement; or
- c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization 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. Under Article III, Section 2, 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.

**ARTICLE III
PROCEDURES**

Section 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 considering the proposed transaction or arrangement.

Approved and/or authorized by the Board of Supervisors of the County of San Diego.	
Meeting Date: 5/19/26	Minute Order No. 19
By: <i>[Signature]</i>	Date: 5/27/26
Deputy Clerk of the Board Supervisors	

Section 2. DETERMINING WHETHER A CONFLICT EXISTS. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall recuse him/herself, and leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining financially disinterested Board members shall decide if a conflict of interest exists.

Section 3. PROCEDURES FOR ADDRESSING THE CONFLICT. The procedures for addressing the conflict of interest are:

- a) An interested person may make a presentation at the 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 Board President 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 shall determine whether the Organization 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.
- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization'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.

Section 4. VIOLATIONS OF THE POLICY. Violations of the conflict of interest policy include:

- a) If the Board 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 Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV RECORDS OF PROCEEDINGS

Section 1. RECORDS OF PROCEEDINGS. The minutes of the Board shall contain:

- a) The names of 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 Board'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.

ARTICLE V COMPENSATION

Section 1. COMPENSATION.

- a) A member of the Board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b) No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information regarding compensation.

ARTICLE VI ANNUAL STATEMENTS

Section 1. ANNUAL STATEMENTS. Each director, officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a) Has received a copy of this Policy.
- b) Has read and understands the Policy.
- c) Has agreed to comply with the Policy.
- d) Understands the Organization 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.

ARTICLE VII PERIODIC REVIEWS

Section 1. PERIODIC REVIEWS. To ensure the Organization 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 the Organization'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.

**ARTICLE VIII
USE OF OUTSIDE EXPERTS**

Section 1. USE OF OUTSIDE EXPERTS. When conducting the periodic reviews as provided for in Article VII, the Organization 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.

**ARTICLE IX
PERSONS REQUIRED TO FILE A FORM 700**

Section 1. PERSONS REQUIRED TO FILE A FORM 700 with the Clerk of the San Diego County Board of Supervisors and with the San Diego County Office of Education

Executive Director
Chief Business Officer
Members of the LFCS Board of Trustees

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The Literacy First Charter Schools Board of Trustees hereby adopts this Conflict of Interest Policy, which shall apply to all Board members, officers, candidates for membership and office on the Board, and committee members with governing Board delegated powers.

DATE: 6.11.24

Signature
Board Secretary