

BRONX CHARTER SCHOOL FOR BETTER LEARNING

CODE OF ETHICS

The Bronx Charter School for Better Learning (the “School”) Board of Trustees (the “Board”) recognizes that sound, ethical standards of conduct serve to increase the effectiveness of school members of the Board (each a “Trustee” and collectively, “Trustees”) and the School’s staff. Actions based on an ethical code of conduct promote public confidence and the attainment of the school’s goals and objectives. The Board also recognizes its obligation (under the General Municipal Law) to adopt (a) this code of ethics consistent with the provisions of the New York State General Municipal Law (setting forth the standards of conduct required of all school trustees, officers and employees.) and as required under the provisions of the Education Law (the “Code of Ethics”).

The Trustees, officers and employees of the school, shall at all times be in compliance with the letter and spirit of the Code of Ethics. Trustees, officers and employees, as part of their service to or employment by the school, shall be furnished a copy of and shall also agree to adhere to this Code of Ethics. The Chair of the Board shall cause a copy of this Code of Ethics to be distributed annually to every Trustee, officer and employee of the School.¹ This Code of Ethics is incorporated by reference into the School’s duly adopted by-laws (the “By-laws”). Terms not defined herein shall have the meaning ascribed to them in the By-laws.

1. **Management of the School.** The Board shall conduct or direct the affairs of the School and exercise its powers subject to the provisions of applicable federal, state or local law, (including the Education Law and Not-for-Profit Corporation Law), as well as the requirements set forth in the School’s charter and By-laws. The Board may delegate aspects of the management of school activities to others, so long as the affairs of the School are managed, and its powers are exercised, under the Board’s ultimate jurisdiction.
2. **Makeup of the Board.** All Board members shall be at least 21 years of age. Employees of the school are not permitted to serve on the Board of Trustees
3. **Representation before the Board.** A Trustee, officer or employee shall not receive or enter into any agreement, express or implied, for compensation for services to be rendered in relation to any matter before the school board.²
4. **Representation before the Board for a Contingent Fee.** A Trustee, officer or employee shall not receive or enter into any agreement, express or implied, for compensation for services to be rendered in relation to any matter before the Board, whereby the compensation is to be dependent or contingent upon any action by the school 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.³
5. **Participation in Board Discussions and Votes.** Every Trustee has the right to participate in the discussion and vote on all issues before the Board or any Committee thereof, except that any Trustee shall be excused from the discussion and vote on any matter involving such Trustee relating to: (a) a “self-dealing transaction” (see below); (b) a potential Conflict of Interest (as defined in the conflict of interest policy in also incorporated in the By-laws (the “Conflict of Interest Policy”); (c) indemnification of that Trustee uniquely; or (d) any other matter at the discretion of a majority of the Trustees.

¹ General Municipal Law § 806(2)

² General Municipal Law § 805-a(1)(c)

³ General Municipal Law § 805-a(1)(d)

6. **Confidential Information.** No Trustee, officer or employee shall disclose confidential information acquired by him or her in the course of his or her official duties or use such information to further his or her own personal interest. In addition, he or she shall not disclose information regarding any matters discussed in an executive session of the Board, whether such information is deemed confidential or not.⁴
7. **Self-Dealing Transactions.** A "Self-dealing transaction" shall mean a transaction to which the School is a party and in which one or more of the individual Trustees, officers or employees has a financial interest. Neither members of the Board nor the employees of The School shall engage in any Self-Dealing Transactions, except as approved by the Board and in compliance with the Conflict of Interest Policy. 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 determined by the Board to be in the best interest of the School and without favoritism, and (b) results in a benefit to one or more Trustees or their families solely because they are in a class of persons intended to be benefited by the program.
8. **Loans.** The Board shall not make any sort of monetary loan to a Trustee, and no Trustee shall ask the Board for any such loan or borrow against the School's monies.
9. **Disclosure of Interest in Matters before the Board.** Any Trustee, officer or employee whether paid or unpaid, who participates in the discussion or gives official opinion to the Board on any matter before the Board shall publicly disclose on the official record the nature and extent of any direct or indirect financial or other interest he or she has, will have or later acquires, or that his or her spouse has, will have or later acquires, in such matter.⁵ (The term "interest" means a pecuniary or material benefit accruing to an officer or employee.) Such disclosure shall include all relevant and material facts known to such person about the contract or transaction that might reasonably be construed to be adverse to the Board's interest. Such written disclosure shall be made part of and set forth in the official record of the proceedings of the Board. A person shall be deemed to have an "interest" in a contract or other transaction if he or she is the party (or one of the parties) contracting or dealing with the School, or is a Director, Trustee, officer or employee of or has a significant financial or influential interest in the entity contracting or dealing with the School.
10. **Not-for-Profit Disclosure.** Trustees, officers or employees representing any not-for-profit entity proposing to do business with the School shall disclose to the Board the nature and extent of such business propositions.
11. **Business Relationship with the School.** No Trustee, officer or employee of a for-profit entity having a business relationship with the School shall serve as a voting member of the Board for the duration of such business relationship, unless the business relationship qualifies as one of the Exceptions to Conflicts of Interest set forth in Section 3(d) of the Conflict of Interest Policy in Exhibit A and the approval of such relationship otherwise complies with the terms and procedures of the Conflict of Interest Policy in Exhibit A.
12. **Investments in Conflict with Official Duties.** A Trustee, officer or employee shall not invest or hold any investment directly in any financial, business, commercial or other private transaction that creates a conflict with his or her official duties.⁶

⁴ General Municipal Law § 805-a (1)(b)

⁵ General Municipal Law § 803

⁶ General Municipal Law § 806(1)(a)

13. **Private Employment.** A Trustee, officer or employee shall not engage in, solicit, negotiate for or promise to accept private employment when that employment or service creates a conflict with or impairs the proper discharge of his or her official duties.⁷
14. **Future Employment.** A Trustee, officer or employee shall not, after the termination of service or employment with the Board, appear before the Board or any panel or committee of the Board in relation to any case, proceeding, or application in which he or she personally participated during the period of his or her service or employment or that was under his or her active consideration. This shall not bar or prevent the timely filing by a present or former Trustee, officer or employee of any claim, account, demand or suit against the School or district on his or her behalf or on behalf of any member of his or her family arising out of any personal injury or property damage or for any lawful benefit authorized or permitted by law.⁸
15. **Educational Management Organization.** In no instance shall a Trustee, officer or employee of a for-profit educational management organization having a business relationship with the School serve as a voting member of the Board for the duration of such business relationship
16. **Organizational Limit on Board Seats.** Trustees, officers, or employees of any organization shall hold no more than 40 percent of the total seats comprising the Board.
17. **Undue Influence.** Trustees, officers or employees shall avoid at all times 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. If this occurs, the Trustee, officer or employee shall write a letter disclosing all known facts prior to participating in a Board discussion of these matters and the Trustee's interest in the matter will be reflected in the Board minutes.
18. **Financial Disclosure.** Trustees, officers and employees shall make all appropriate financial disclosures whenever a grievance of conflict of interest is lodged against them.
19. **Gifts.** No Trustee, officer or employee shall, directly or indirectly, solicit any gifts, nor shall any Trustee, officer or employee accept or receive any single gift having a value of \$75 or more, or gifts from the same source having a cumulative value of \$75 or more over a twelve-month period, whether in the form of money, services, loan, travel, entertainment, hospitality, thing or promise, or any other form, if it could reasonably be inferred that the gift was intended to influence him or her in the performance of his or her official duties or was intended as a reward for any official action on his or her part. Trustees, officers and employees shall report to the Board their acceptance of any gift or privilege worth \$75 or more from any person or organization that is doing business or may potentially do business with or provide services to the charter school. Such reporting must occur at the next board meeting following receipt of the gift.⁹
20. **Political Contributions.** The Trustees, officers, or employees of the School may never ask a subordinate, a student or a parent or guardian of a student to work on or give to any political campaign.
21. **Penalties.** In addition to any penalty contained in any other provision of law, any person who shall knowingly and intentionally violate any of the provisions of (the Board's code of the ethics) this Code of Ethics may be fined, suspended or removed from office or employment, as the case may be, in the manner provided by law.

⁷ *Id.*

⁸ *Id.*

⁹ General Municipal Law § 805(a)(1)(a)

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