

# -- 1100 -- NCCS Foundation and Governing Board Policies

## **A. Non-Discrimination**

No person shall, on the basis of race, ethnicity, color, religion, gender, sex, national origin (including English language learners), marital status, disability or any legally protected class, be excluded from participation in, be denied the benefits of, or be subjected to discrimination under any education program or activity, or in any employment conditions or practices conducted by this School, except as provided by law.

The school shall comply with all state and federal laws, which prohibit discrimination and are designed to protect the civil rights of applicants, employees, and/or students, or other persons protected by applicable law.

The School shall admit students to programs and classes without regard to race, color, national or ethnic origin.

## **B. Articles of Incorporation**

The Articles of Incorporation are the official and primary rules governing the management of the organization in accordance with the laws of the state of Florida and the United States of America. The Articles of Incorporation, and any amendments thereto must be duly approved by the governing board and submitted to the state of Florida through the Florida Division of Corporations.

## **C. Bylaws**

The corporate Bylaws are the set of rules made by the organization to control the operation of the governing board and the corporation itself.

## **D. Policy Manual**

The policy manual, as adopted and updated by the governing board, provide direction over the general day-to-day operation of the organization. The policies shall be adopted by the board by a majority vote

and shall represent the official direction given by the governing board. All staff members of the organization should become familiar with and carry out the directives of the policy manual.

## -- 1200 -- NCCS Board Membership Policies

### A. Operational Procedures

New board members shall be required to complete statutorily required training.

The organization shall provide the new board member opportunities to attend a charter school conference or other training opportunities in regards to the responsibilities of charter school board members.

Adopted: January 9, 2023

## -- 1300 -- NCCS Board Meeting Policies

All meetings of the governing board shall be held in accordance with Florida government in the Sunshine laws. Except for special meetings described below, notice of all meeting and agenda shall be posted no less than three (3) calendar days prior to each meeting. The agenda will be prepared by the school operations manager with input from the chairman. Input into the agenda should consist only of the placement of items on it and not used as a means to circumvent the Sunshine law. A working agenda will be distributed to board members seven (7) calendar days prior to the meeting for input prior to the distribution of the final agenda except for special meetings as described below. These meetings will be held at the school or other such place as designated by the chair.

### A. Governance Meetings

The governing board shall fulfill these duties by meeting no less than once every 60 days. In compliance with the Florida law the board publishes the schedule of its meetings and holds them in open session. The board will meet in accordance with the Florida Sunshine law, section 286.011 and shall meet in executive session only when and to the extent permitted by Florida law.

### B. Annual Meeting

The annual meeting of the governing board shall be held in June of each year. At the annual meeting the new board members will be elected or re-elected and officer roles determined.

## **C. General Meetings**

An annual schedule of general meetings will be set by the governing board and made available for public review.

## **D. Special Meetings**

Special meetings of the board may be called by the chairman or any two voting members of the board. The person(s) calling such meeting may set the location of the meeting as a conveniently accessible place for all board members and the public. Special meetings must be scheduled with no less than one (1) day prior notice and must be established to discuss only a single issue.

## **E. Audience Participation**

At all operational board meetings any non-board member may elect to speak on each agenda item for up to three minutes. The posted agenda shall outline a time and procedure for individuals wishing to address the board. Any audience member who becomes unruly or disruptive to the proceedings may be removed from the meeting.

## **F. Voting by Proxy**

Board members may not vote by proxy. In circumstances where attendance at the meeting is impossible, the board member may participate electronically provided that all members and the public are able hear all discussion and votes.

## **G. Notice of Board Meetings**

Pursuant to FS 002.33(9)(p)3, notice of meetings of the governing board, including committees of the board as described elsewhere within these policies, will be given in a manner to reasonably inform the public of the matters to be considered by the board.

Notice of the time, date, and place of the meeting as well as the tentative agenda will be provided at least three (3) days prior to regularly scheduled meetings of the governing board. For special meetings or committee meetings the notice must be given at least twenty-four (24) hours prior to the meeting.

In order to maximize public participation, notice of board meetings will be posted on the school's calendar, on the school's website and when possible in school publications such as newsletters. Upon

request, members of the media will be provided with notice of the meeting at the same time notice is provided to members of the board.

## **H. Records of Proceedings**

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

1. The names of the 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 governing 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 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.
3. A written memorandum from the interested person explaining the nature of the interest to be filed within 15 days after the vote to which she/he had exercised recusal steps under policy as described above.

Adopted: January 9, 2023

## **-- 1400 -- NCCS Conflict of Interest Policies**

The following Conflict of Interest and Anti-Nepotism policy of North County Charter School, Inc. is intended to supersede and replace all prior conflict of interest policies of the organization. The purpose of this conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or governing board member 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 conflict of interest applicable to nonprofit and charitable organizations. It is also intended to serve as a guide for the organization's governing board with respect to conflicts of interest and voting pursuant to Florida laws pertaining to charter school governing boards.

### **A. Conflict of Interest Definitions**

#### **Interested Person**

An "Interested Person" is any person serving as a member of the governing board of this Organization who, as of the date of discussion or action by the board, either: (i) has a direct or indirect Financial Interest, as defined in the Financial Interest section below; (ii) intends, or understands it to be more probable than not, that he or she will acquire such a direct or indirect Financial Interest at any time during the pendency of the proposed transaction or arrangement; (iii) has an Other Interest that qualifies as a Conflict of Interest, as defined in the Conflict of Interest definition below or Other Prohibited Conflicts of Interest policy.

### **Financial Interest**

A "Financial Interest" is an interest, whether through business, investment, or relative, which can be described as one or more of the following:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement; or
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement; or
3. 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.

A Financial Interest need not be held as of the date of discussion or action by the board; rather, it is sufficient, for purposes of this policy, if, as of the date of discussion or action by the board, the Interested Person intends, or understands it to be more probable than not, that he or she will acquire a Financial Interest at any time during the pendency of the proposed transaction or arrangement that is the subject of discussion or action by the board.

### **Other Interest**

An "Other Interest," for purposes of this policy, is any circumstance in which an Interested Person may be influenced, or may appear to be influenced, either in whole or in part by any purpose or motive other than the success and well-being of the Organization as a whole and the achievement of its tax-exempt purposes. An example of such an "Other Interest" would include, without limitation of the foregoing, if an Interested Person is a parent or grandparent of a student impacted by a decision by the board, and the Interested Person does not believe that he/she could vote or participate in a discussion by the board giving precedence of the well-being of the Organization as a whole over his/her personal interests or the interests of his/her child or grandchild. An "Other Interest" may also be an interest set forth in policy Other Prohibited Conflicts of Interest, that does not otherwise constitute a Financial Interest.

### **Relative**

For purposes of this policy, and pursuant to section 112.3143, Florida Statutes, "Relative" means any father, mother, son, daughter, husband, wife, brother, sister, father-in-law, mother-in-law, son-in-law, or daughter-in-law. In addition, the following are added to align this policy with the current charter contract with the Indian River County School Board: Uncle, Aunt, First Cousin, Nephew, Niece, Sister-in-Law, Brother-in-Law, Step Mother, Step Father, Step Son, Step Daughter, Step Brother, Step Sister, Half Brother, and Half Sister.

### **Compensation Arrangement**

A "Compensation Arrangement" is any agreement or understanding pursuant to which a person may or shall receive either directly or indirectly, money or property from another person or organization, irrespective of whether such money or property is paid in consideration for the performance of services or the provision of other value.

### **Conflict of Interest**

With respect to a matter for discussion or action by the board, any circumstance under which an

Interested Person, by virtue of a Financial Interest or Other Interest, may be influenced, or may appear to be influenced, either in whole or in part by any purpose or motive other than the success and well-being of the Organization and the achievement of its tax-exempt purposes.

## **B. Disclosure of Financial or Other Interest and Determination of Conflict**

### **Disclosure of Financial or Other Interest**

If, at any time, an Interested Person becomes aware that the board may or shall discuss or act upon any transaction or arrangement which may have any bearing of any kind upon, or may relate in any manner to, a Financial or Other Interest of the Interested Person, such Interested Person shall disclose such Financial or Other Interest to the board and the board's legal counsel as follows:

1. The Interested Person shall provide to the board and the board's legal counsel, in advance of such discussion or action by the board, written (electronic or hard copy) disclosure of the existence, nature and extent of the Interested Person's Financial or Other Interest, or
2. The Interested Person shall verbally inform the board and the board's legal counsel of the existence, nature and extent of the Interested Person's Financial or Other Interest during the board meeting in advance of such discussion or action by the board.

Any and all written or verbal disclosures of Financial or Other Interests shall be made a formal part of the minutes of the board. In the event that an Interested Person provides written disclosure of such Interested Person's Financial or Other Interest, no member of the board may respond to such disclosure, either in writing or orally, except in a meeting that meets the requirements of Florida's Sunshine Law.

### **Recusal by Interested Person, if Legally Permissible**

In connection with an Interested Person's disclosure of a Financial or Other Interest pursuant to policy Disclosure of Financial or Other Interest, the Interested Person may voluntarily recuse himself or herself from discussion and action by the board, at such time and in such form as is used by the Interested Person to disclose such Financial or Other Interest pursuant to policy Disclosure of Financial or Other Interest. Such recusal would only be permissible if recusal is a permissible action pursuant to Florida law with respect to the particular Financial or Other Interest of the Interested Person.

### **Determination of Conflict of Interest**

Where an Interested Person has provided advance written disclosure of a Financial or Other Interest but has not voluntarily recused himself or herself from discussion of or action upon the proposed transaction or arrangement, the board shall, prior to commencing its discussion or taking action, determine whether the Financial or Other Interest creates a Conflict of Interest, as defined above and as prohibited by law. The Interested Person shall not participate in any discussions or vote related to this determination except to the extent necessary to fully explain the Financial or Other Interest and the manner in which the proposed transaction or arrangement to be discussed or acted upon by the board may or will bear upon or relate to the Financial or Other Interest.

### **Exceptions**

Pursuant to section 112.313(12), Florida Statutes, the board may consider the following exceptions based on constituting a de minimus conflict of interest:

1. The transaction or arrangement is awarded under a system of sealed, competitive bidding to the lowest or best bidder and: (a) the board member or the board member's spouse or child has in no way participated in the determination of the bid specifications or the determination of the lowest or best bidder; (b) the board member or the board member's spouse or child has in no way used or attempted to use the board member's influence to persuade the agency or any personnel thereof to enter such a contract other than by the mere submission of the bid; and (c) the board member, prior to or at the time of the submission of the bid, has filed a statement with the Commission on Ethics, disclosing the board member's interest, or the interest of the board member's spouse or child, and the nature of the intended transaction or arrangement.
2. The purchase or sale is for legal advertising in a newspaper, for any utilities service, or for passage on a common carrier.
3. The business entity involved is the only source of supply and there is full disclosure by the board member of his or her interest in the business entity to the governing board prior to the purchase, rental, sale, leasing, or other business being transacted.
4. The total amount of the transactions in the aggregate between the business entity and the Organization does not exceed \$500 per calendar year.
5. The fact that a board member is a stockholder, officer, or director of a bank will not bar such bank from qualifying as a depository of funds, provided it appears in the records of the Organization that the governing board has determined that such board member has not favored such bank over other qualified banks.
6. The board member purchases in a private capacity goods or services, at a price and upon terms available to similarly situated members of the general public, from a business entity which is doing business with the Organization.

### **C. Procedures Upon Determination of Conflict of Interest**

#### **Exclusion from Discussion and Vote**

In circumstances where the board has determined that a Conflict of Interest exists, the Interested Person shall not participate in any discussion or vote regarding the transaction or arrangement at issue. While all meetings of the board are open public meetings, the Interested Person may choose not to be present in the meeting room for the discussion or vote relating to the transaction or arrangement.

#### **Removal from Board**

Under some circumstances, Florida law does not allow a governing board member to be excluded from a vote in order to cure a Conflict of Interest. If such a Conflict of Interest exists, the Interested Person will be required to resign or will be removed from the board.

#### **Action by Board**

With respect to any transaction or arrangement with regard to which the board has determined that a Conflict of Interest exists, the board shall discuss such transaction or arrangement as appropriate, but shall not formally approve such transaction or arrangement unless and until the non-interested members of the board have decided, by majority vote, that the transaction or arrangement is in the best interests of, and for the benefit of, the Organization, and is fair and reasonable thereto in all respects. The board shall recognize that, under certain circumstances, a decision made pursuant to this section may necessitate an investigation of alternatives to the proposed transaction or arrangement, and/or a

determination as to whether a more advantageous transaction or arrangement might be obtained with reasonable efforts under the circumstances.

#### **D. Documentation of Disclosure and Procedures**

##### **Meeting Minutes**

Minutes of meetings of the board shall include copies of all written disclosures of Financial and Other Interests, and shall describe all verbal disclosures thereof. Such minutes shall further reflect the determination of the board as to whether a Conflict of Interest exists, and the objection of the Interested Person, if any, to such determination. Where a Conflict of Interest has been determined to exist, the minutes should reflect the board's compliance with the procedures described in policy Procedures Upon Determination of Conflict of Interest. With respect to any transaction or arrangement with regard to which a Conflict of Interest has been determined to exist, meeting minutes shall describe the substance of the discussions relating to the transaction or arrangement, and who was present for such discussions. In addition, minutes should identify the members who were present for any and all votes upon such transaction or arrangement, along with a record of the final vote.

#### **E. Other Prohibited Conflicts of Interest**

##### **Prohibition on Solicitation or Acceptance of Gifts**

Pursuant to section 112.313(2), Florida Statutes, no member of the board shall solicit or accept anything of value to the board member, including a gift, loan, reward, promise of future employment, favor, or service, based upon any understanding that the vote, official action, or judgment of the board member would be influenced thereby.

##### **Prohibition on Doing Business with the Organization**

Pursuant to section 112.313(3), Florida Statutes, no board member acting in his or her official capacity, shall either directly or indirectly purchase, rent, or lease any realty, goods, or services for the Organization from any business entity of which the board member or the board member's spouse or child is an officer, partner, director, or proprietor or in which such board member or the board member's spouse or child, or any combination of them, has a material interest. Nor shall a board member, acting in a private capacity, rent, lease, or sell any realty, goods, or services to the Organization. This subsection shall not affect or be construed to prohibit contracts entered into prior to the board member's election to the board.

##### **Conflicting Employment or Contractual Relationship**

Pursuant to section 112.313(7), Florida Statutes, no board member shall have or hold any employment or contractual relationship with any business entity or any agency that is doing business with the Organization; nor shall a board member have or hold any employment or contractual relationship that will create a continuing or frequently recurring conflict between his or her private interests and the performance of his or her duties as a board member or that would impede the full and faithful discharge of his or her duties as a board member.

##### **Voting Where there is a Conflict of Interest**

Pursuant to section 112.3143, Florida Statutes, no board member shall vote in an official capacity upon



any measure which would inure to his or her special private gain or loss; which he or she knows would inure to the special private gain or loss of any principal by whom he or she is retained or to the parent organization or subsidiary of a corporate principal by which he or she is retained; or which he or she knows would inure to the special private gain or loss of a relative or business associate of the board member.

#### **Prohibition of Certain Individuals Serving as Governing Board Members**

Pursuant to section 1002.33(26)(c), Florida Statutes, an employee of the charter school overseen by this Organization, or his or her spouse, or an employee of a charter management organization, or his or her spouse, shall not be a member of the governing board of this Organization.

#### **F. Restriction on Employment of Relatives, Pursuant to Section 1002.33(24), Florida Statutes Charter School Personnel**

For purposes of this section, “charter school personnel” means a charter school owner, president, chairperson of the board of directors, superintendent, board member, principal, dean of students, or any other person employed by the charter school who has equivalent decision making authority and in whom is vested the authority, or to whom the authority has been delegated, to appoint, employ, promote, or advance individuals or to recommend individuals for appointment, employment, promotion, or advancement in connection with employment in a charter school, including the authority as a member of a governing body of a charter school to vote on the appointment, employment, promotion, or advancement of individuals.

#### **Relative**

For purposes of this section, “relative” means father, mother, son, daughter, brother, sister, uncle, aunt, first cousin, nephew, niece, husband, wife, father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, stepfather, stepmother, stepson, stepdaughter, stepbrother, stepsister, half-brother, or half-sister.

#### **Nepotism Prohibition**

Charter school personnel may not appoint, employ, promote, or advance, or advocate for appointment, employment, promotion, or advancement, in or to a position in the charter school in which the personnel are serving or over which the personnel exercises jurisdiction or control any individual who is a relative. An individual may not be appointed, employed, promoted, or advanced in or to a position in a charter school if such appointment, employment, promotion, or advancement has been advocated by charter school personnel who serve in or exercise jurisdiction or control over the charter school and who is a relative of the individual or if such appointment, employment, promotion, or advancement is made by the governing board of which a relative of the individual is a member.

#### **Budget Approval**

The approval of budgets does not constitute “jurisdiction or control” for the purposes of this subsection.

## **G. Disclosure of Identity of Relatives Employed by, or Assigned to Work at, Charter School**

### **Annual Disclosure**

On an annual basis, and in accordance with section 1002.33(7)(a)18., Florida Statutes, the charter school shall disclose to its sponsoring school district the identity of all relatives employed by, or assigned to work at, the charter school who are relatives of a member of the governing board of directors, superintendent, principal, dean of students or any other person employed by, or assigned to work at, the charter school. For purposes of this policy, the term “relative” has the same meaning as set forth in policy Restriction on Employment of Relatives, Pursuant to Section 1002.33(24), Florida Statutes.

## **H. Employment of Relatives**

### **Compliance**

In the event that relatives, as defined above, are employed by, or assigned to work at, the charter school, these procedures shall be followed to ensure compliance with Florida law and charter contract requirements.

### **Document Maintenance**

Documentation shall be maintained in the employees’ files to verify that no relative advocated for the employment or advancement of such employee. In addition, such documentation shall include the non-related individual(s) responsible for direct supervision, evaluation and other employment decisions regarding the employees. Such documentation shall be presented as an information item to the charter school governing board.

## **I. Training and Background Screening Requirements**

### **Governance Training**

Pursuant to section 1002.33(9)(j), Florida Statutes, each director of the governing board shall participate in governance training approved by the Florida Department of Education no later than 90 days after final appointment to the governing board.

Required governance training consists of a minimum of four (4) hours of instruction focusing on government in the areas of sunshine, conflicts of interest, ethics, and financial responsibility.

After the initial four (4) hour training, each director of the governing board is required, within the subsequent three (3) years as a governing board member, and for each three (3) year period thereafter, to complete a two (2) hour refresher training on the four (4) topics above in order to retain his or her position on the board. Any director who fails to obtain the two (2) hour refresher training within any three (3) year period must take the four (4) hours of instruction again in order to regain eligibility as a director.

### **Background Checks**

Pursuant to section 1002.33(12)(g), Florida Statutes, each director of the governing board shall undergo fingerprinting and background screening no later than thirty (30) days following final appointment to the governing board. Fingerprinting and background screening shall be updated periodically as required by law. Until such time as required fingerprinting and background screening is completed and cleared for

each director, no such director shall be permitted on campus while students are present without an escort of charter school staff.

#### **J. Initial and Annual Written Assent**

##### **Initial and Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall, upon initial appointment and annually, sign a statement, in substantially the same form as attached as Exhibit A to this policy, 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;
4. 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; and
5. If a charter school governing board member, is current in background checks and governing board training as required by Florida law for charter school governing board members.
6. Said form shall be updated from time to time to reflect changes in law and best practices for charter school governing boards.

#### **K. Use of Outside Experts**

When conducting the periodic reviews as provided for in the Periodic Reviews section, 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.

#### **L. Board Secretary Certificate**

I hereby certify that the foregoing Conflict of Interest and Anti-Nepotism policy for North County Charter School, Inc., was adopted by a majority vote of a quorum of the governing board of directors at a duly noticed meeting held on \_\_\_\_\_.

\_\_\_\_\_  
Board Secretary

#### **M. Exhibit A**

WRITTEN AFFIRMATION BY GOVERNING BOARD OR COMMITTEE MEMBER

NORTH COUNTY CHARTER SCHOOL, INC.

This written affirmation is provided in accordance with the Conflict of Interest policy of North County

Charter School, Inc., (“Organization”) adopted and effective as of July 15, 2019, (“policy”). In accordance with the policy, by my signature below, I hereby affirm the following:

1. I have received a copy of the policy.
2. I have read and understand the policy.
3. I agree to comply with the policy, and I am currently in compliance.
4. I understand 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.
5. If I am a charter school governing board member, I am current in background checks and governing board training as required by Florida law for charter school governing board members.

Signed: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title and Office: \_\_\_\_\_

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

Adopted: January 9, 2023

## -- 1500 -- NCCS Financial Interest Policies

Members of the board shall not receive any monetary compensation for their services nor shall they have any financial interest in the organization other than their own monetary donations to the organization.

Adopted: January 9, 2023

## -- 1600 --NCCS Employer Responsibility Policies

### A. Purview of Private Employer Matters

The board sets general guidelines for the qualifications of staff, terms of contracts, performance evaluation expectations, administrative grievance procedures, non-renewal and termination processes.

Adopted: January 9, 2023

# -- 1700 -- NCCS Principal, Executive Director and Staff Communications

## A. Objective

To establish the policy governing communication between the board of directors, governing board members and committee members, and the principal, executive director and staff.

## B. Policy

The board of directors recognizes, establishes and maintains the following guidelines in its relationship with the principal, the executive director and staff:

1. It is recognized that good and consistent communication is one of the most important factors in the success of the school. In exercising its governance responsibilities, the board of directors reserves its authority to establish policy, approve plans and programs and delegate authority to its principal and executive director, except those that are by law, the Articles of Incorporation and Bylaws of the school conferred upon or reserved to other parties.
2. Primarily, the purpose of this policy is to define the communication flow between the board of directors, governing board members, committee members and the principal and executive director and their staff. The board of directors recognizes that efficient management of the school can exist only through transparency, mutual understanding and complete cooperation between the board of directors and the principal and executive director. The principal and executive director are expected to produce results and to exercise independent judgment in executing policies of the board of directors. The board of directors acknowledges that obligation, and thereby gives the principal and executive director the latitude of judgment and discretion, and expects faithful performance in carrying out all of the policies of the board of directors.
3. It shall be the policy of the board of directors that no governing board member or committee member, as individuals, shall lobby or give any directives to the principal, executive director or staff. Any and all directives or suggestions must be the representative voice of the entire board of directors by majority vote. This policy shall not prohibit the chairperson of the board from relaying official directives to the principal and/or executive director.
4. The board of directors further recognizes that should any governing board member or committee member engage in an individual, private or unofficial conversation with the principal, executive director or staff in order to lobby, influence, give directives, make commitments or representations on behalf of the school, that member becomes involved in a serious breach of policy which might disrupt the entire organization, and further, may subject the member to rebuke from the board of directors should he or she attempt to make commitments or representations unofficially for the board of directors.

5. At the request of the board of directors, principal or executive director, the board of directors may confer with staff at regular or special meetings of the board of directors.

### **C. Responsibility**

The governing board members, committee members, principal, executive director and staff shall be responsible for adhering to this policy and immediately bringing knowledge of non-adherence to this policy before the board of directors.

Adopted: January 9, 2023