

**"Conflict of Interest" Board Policy #32**  
**Birmingham Community Charter High School**

**RESTRICTIONS OF INTERESTED DIRECTORS PARTICIPATING IN CLOSED  
SESSIONS DISCUSSIONS INVOLVING EMPLOYEES**

**WHEREAS**, the collaborative Board ("Board") Birmingham Community Charter High School (BCCHS) desires to conduct itself in a manner free from any conflicts of interest, either actual or perceived; and

**WHEREAS**, the Board wishes to establish clear guidelines to enable the maximum level of Board member participation while fully complying with applicable law and regulations.

**IT IS THEREFORE RESOLVED**, any Board Member who is also concurrently a BCCHS employee ("employee Board member") will be disqualified from participating in closed sessions discussion of the Board in accordance with the following:

1) Mandatory Disqualification

No employee Board member may participate in closed session discussions of the Board involving any matter in which the employee Board member has a material financial interest as that term is defined by the Political Reform Act of 1974 (Gov. Code §§ 8100 *et seq.*) and interpreted under Government Code Section 1090 *et seq.*, including, but not limited to, the following:

- a. Discussions or actions taken by the Board regarding the compensation of the employee Board member;
- b. Discussions with BCCHS' designated representatives or actions taken by the Board regarding the compensation of BCCHS' represented and unrepresented employees, including any matter within the statutorily provided scope of representation, for employee Board members represented by a bargaining unit; and
- c. Discussions or actions taken by the Board regarding any claims or threats of litigation made against BCCHS' for money and/or damages by the employee Board member;
- d. Discussions or meetings with legal counsel concerning anticipated or existing legal proceedings, either before a court, administrative body exercising its adjudicatory authority, hearing officer, or arbitrator, in which the employee Board member is an opposing party.

2) Disqualification Due to Board Policy

No employee Board member may participate in closed session discussions of the Board involving any of the following topics due to the appearance of impropriety that could be created:

- a. Discussions or actions taken by the Board as to the compensation, performance evaluation, discipline, dismissal, or release of the employee Board member's supervisor;
- b. Discussion or action taken by the Board on complaints, claims, or charges brought against the employee Board member's supervisor;

- c. Discussions or action taken by the Board regarding any claims made against BCCHS for money and/or damages by the employee Board member's supervisor;
- d. Discussions or meetings with legal counsel concerning anticipated or existing legal proceedings, either before a court, administrative body exercising its adjudicatory authority, hearing officer, or arbitrator, in which the employee Board member's supervisor in an opposing party.

Nothing in this Resolution shall be constructed as prohibiting the participation of employee Board members in matters relating to former supervisors of the employee Board Member.

In accordance with the Bylaws, if an interested Board member refuses to recuse himself or herself under one or more of the above-described situations, the Board member may be disqualified and required to leave the room during any Board discussion and/or action taken by the Board by a two-thirds majority vote of the non-interested Board members provided that a quorum is present.

For the purposes of this Resolution, "compensation" means any compensation including, but not limited to, base salaries, salary schedules, bonuses, and incentive compensation, compensation paid in the form of fringe benefits, stipends, etc.

For the purposes of this Resolution, the "employee Board member's supervisor" means the Executive Director and any other employee responsible for the supervision, management, employment, evaluation, discipline, dismissal, or release of employee Board member.

**FURTHER RESOLVED**, Board Policy #32, entitled "Restrictions on Interested Directors Participating in Closed Sessions Discussions Involving Employees," is repealed and suspended hereby.

**PASSED AND ADOPTED** by the Collaborative Board Birmingham Community Charter High School this 21<sup>st</sup> day of May, 2016.

Ayes: \_\_\_\_\_

Nays: \_\_\_\_\_

Absent: \_\_\_\_\_

Abstentions: \_\_\_\_\_