

**THE W.L. GILBERT SCHOOL CORPORATION
ORGANIZATIONAL MEETING
WEDNESDAY, DECEMBER 18, 2024
THE GILBERT SCHOOL**

6:30 PM

Library

AGENDA

(A portion of this meeting may be held in executive session)

1. OPENING OF MEETING

The W. L. Gilbert School Corporation

Scott Beecher

Holly Cassaday

Ellen Marino

Jonathan Morhardt

Theresa Padin

Renata Waldron

Kurt Werner

Administration

Debra Lewis

Interim Head of School

2. REPORT OF NOMINATING COMMITTEE AND ELECTION OF OFFICERS

3. OTHER BUSINESS APPROPRIATE TO ORGANIZATIONAL MEETING

- A. Acceptable Use Policy
- B. Confidentiality Agreement
- C. Conflict of Interest

4. ADJOURNMENT

COMPUTER & INTERNET ACCEPTABLE USE POLICY

FACULTY AND STAFF Acceptable Use Policy

Employees of The Gilbert School are to utilize the school computers, network and internet service for school-related purposes and performance of job duties. Incidental personal use of school computers is permitted as long as such use does not interfere with the employee's job duties and performance, with system operations, or other system users. "Incidental personal use" is defined as use by an individual employee for occasional personal communications. Employees are reminded that such personal use must comply with this policy and all other applicable policies, procedures and rules.

Any employee who violates this policy and/or any rules governing use of the school's computers will be subject to disciplinary action, up to and including discharge. Illegal uses of the school unit's computers will also result in referral to law enforcement authorities.

All District computers remain under the control, custody and supervision of the school unit. **The school unit reserves the right to monitor all computer and Internet activity by employees.** Employees have no expectation of privacy in their use of school computers.

The Head of School or his designee shall be responsible for overseeing the implementation of this policy and for advising the Board of the need for any future amendments or revisions to the policy. The Head of School or his designee may develop additional administrative procedures/rules governing the day-to-day management and operations of the school's computer system as long as they are consistent with the Board's policy/rules. The Head of School may delegate specific responsibilities to others as he deems appropriate.

Acceptable Use Guidelines For Faculty and Staff of The Gilbert School

1. The level of access to the school's computers, networks and Internet services is based upon specific employee job requirements and needs.
2. Employee access to the school's computers, network and Internet service and cloud computing/storage is provided for administrative, educational, communication and research purposes consistent with the school's educational mission, curriculum and instructional goals. General rules and expectations for professional behavior and communication apply to use of the school's computers, network and Internet service.
3. Employees are to utilize the school's computers, network, Internet service and cloud computing/storage for school-related purposes and performance of job duties. Incidental personal use of school computers is permitted as long as such use does not interfere with the employee's job duties and performance, with system operations or system users. "Incidental personal use" is defined as use by an individual employee for occasional personal communications. Employees are reminded that such personal use must comply with this policy and all other applicable policies, procedures and rules.

4. The employee is responsible for his/her actions and activities involving school unit computers, networks and Internet services and for her/her computer files, passwords and accounts.
5. The school retains control, custody and supervision of all computers, networks, Internet services, and cloud computing/storage owned or leased by the school. The school reserves the right to monitor all computer and Internet activity by employees and other system users. Employees have no expectation of privacy in their use of school computers, including e-mail messages and stored files.
6. Employees are expected to use the appropriate judgment and caution in communications concerning students and staff to ensure that personally identifiable information remains confidential.
7. The school assumes no responsibility for any unauthorized charges made by employees including but not limited to credit card charges, subscriptions, long distance telephone charges, equipment and line costs, or for any illegal use of its computers such as copyright violations.
8. General Examples of unacceptable uses which are expressly prohibited include but are not limited to the following:
 - Any use that is illegal or in violation of other Board policies, including harassing, discriminatory or threatening communications and behavior, violations of copyright laws, etc.
 - Any use involving materials that are obscene, pornographic, sexually explicit or sexually suggestive.
 - Any inappropriate communications with students or minors
 - Any use for private financial gain, or commercial, advertising or solicitation purposes.
 - Any use as a forum for communicating by email or any other medium with other school user or outside parties to solicit, proselytize, advocate or communicate the views of an individual or non-school-sponsored organization; to solicit membership in or support of any non-school-sponsored organized; or to raise funds for any non-school-sponsored purpose, whether for-profit or not-for-profit. No employee shall knowingly provide school email addresses to outside parties whose intent is to communicate with school employees, students and/or their families for non-school purposes.
 - Any communication that represents personal views as those of the school or that could be misinterpreted as such.
 - Downloading or loading software applications without permission from the system administrator.
 - Opening or forwarding any email attachments (executable files) from unknown sources and/or that may contain viruses.
 - Any malicious use, damage or disruption of the school computers, network and Internet service or breach of security features.
 - Misuse of the computer passwords or accounts (employee or other users)
 - Any communications that are in violation of generally accepted rules of network etiquette and/or professional conduct.
 - Any attempt to access unauthorized sites.
 - Failing to report a known breach of computer security to the system administrator.
 - Any attempt to delete, erase or otherwise conceal any information stored on a school computer or account that violates these rules.

CONFLICT OF INTEREST POLICY

Bylaws of the Board

Conflict of Interest

ARTICLE I - PURPOSE

The purpose of the conflict of interest policy is to protect The W.L. Gilbert School Corporation {the "School") and its interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the School 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 and any provisions in the School's Bylaws.

ARTICLE II - DEFINITIONS

1. Interested Person

An interested person is any director, officer, or member of a committee with Board delegated powers (a "Board committee") who has a direct or indirect financial interest, as defined below.

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 School has a transaction or arrangement,
- b. A compensation arrangement with the School or with any entity or individual with which the School 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 School 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 will be deemed to have a conflict of interest only if the Board of Directors or the applicable Board committee decides that a conflict of interest exists.

ARTICLE III - PROCEDURES

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 Board of Directors and the members of the Board committee considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors meeting or the Board committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining directors or Board committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the Board of Directors meeting or the Board committee 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 Chairperson of the Board of Directors or the Board committee 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 of Directors or the Board committee shall determine whether the School 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 under circumstances not producing a conflict of interest is not reasonably possible, the Board of Directors or the Board committee shall determine by a majority vote of the disinterested directors or the disinterested committee members whether the transaction or arrangement is in the School's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination the disinterested members of the Board of Directors or the Board committee shall decide whether to enter into the transaction or arrangement.

4. Violations of the Conflict of Interest Policy

- a. If the Board of Directors or the Board committee has reasonable cause to believe a Director or a Board committee member has failed to disclose actual or possible conflicts of interest, it shall inform the Director or Board committee member of the basis for such belief and afford the Director or Board member an opportunity to explain the alleged failure to disclose.

- b. If, after hearing the Director's or Board member's response and making further investigations as warranted by the circumstances, the Board of Directors or Board committee determines the Director or committee member has failed to disclose an actual or possible conflict of interest, the Board of Directors shall take appropriate disciplinary and corrective action.

ARTICLE IV - RECORDS OF PROCEEDINGS

The minutes of the Board of Directors 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 to determine whether a conflict of interest was present, and the Board of Directors' or Board 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 related 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

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

ARTICLE VI - ANNUAL STATEMENTS

Each director, officer, and member of a committee with governing Board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflict of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands the School is a charitable organization that is tax-exempt under section 501(c)(3) of the Internal Revenue Code, and that 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

To ensure the School operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status under section 501(c)(3) of the Internal Revenue Code, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the School's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement of an impermissible private benefit or in an excess benefit transaction.

ARTICLE VIII - USE OF OUTSIDE EXPERTS

When conducting the periodic reviews provided in Article VII, the School may, but need not, utilize the advice of outside experts. If outside experts are used, their use shall not relieve the governing Board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE IX - SPECIFIC AREAS TO GUARD AGAINST CONFLICTS OF INTEREST

Two areas of Board of Directors operations must be guarded with particular care in order that there be no real or seeming conflict of interest. These are purchasing and new personnel. Therefore:

1. No member of the Board of Directors shall have any direct pecuniary interest in a contract with the School, nor shall he/she furnish directly any labor, equipment, or supplies to the School. It is not the intent of this paragraph to prevent the School from contracting with corporations or businesses because a member of the Board of Directors is an employee of the firm. However, in such instances the member of the Board of Directors may be expected to declare his/her association with the firm and will refrain from debating or voting on the question.
2. If a member of the immediate family of a member of the Board of Directors - specifically parent/guardian, spouse, domestic partner of a civil union, child or grandchild - is being considered for employment, that member of the Board of Directors shall disqualify him/herself from participation in discussion or vote on such employment.
3. The Board of Directors shall not give preferential treatment to companies in which members of the Board of Directors or employees of the School have a major financial interest or to companies by which they are employed.

4. No member of the Board of Directors shall use his or her position to influence an employment or contractual decision other than those routinely made by the Board of Directors itself.

Bylaw adopted by the Board: April 13, 2022

THE GILBERT SCHOOL
Winsted, Connecticut

CONFIDENTIALITY FOR DIRECTORS AGREEMENT

Bylaws of the Board

Confidentiality for Directors

The directors who serve on the Board of Directors of The W.L. Gilbert School Corporation (the "School") owe fiduciary duties of loyalty and care to the School. As a result of those fiduciary duties, the School's directors have an obligation to:

1. Keep confidential all Nonpublic Information that the director receives while serving on School's Board of Directors (the "Board") or while serving on any committee of the School's Board of Directors (a "Board Committee");
2. Not to use such Nonpublic Information for the director's personal benefit or for the benefit of any person or entity other than the School; and
3. Not disclose such Nonpublic Information for any purpose without written authorization of the Board's Chairperson or as may otherwise be required by law.

Nonpublic Information means information of any kind and in any form, written or oral, that is exempt from disclosure under the Connecticut Freedom of Information Act, which includes:

- A. Information disclosed or received during executive sessions of the Board or a Board Committee and the proceedings, deliberations and discussions of the Directors or Board committee members during such executive sessions;
- B. Information which is designated as an exempt record under section 1-210(b) of the Connecticut Freedom of Information Act, examples of which are:
 - i. Preliminary drafts or notes that the Board has determined that the public interest in withholding such documents clearly outweighs the public interest in disclosure per FOIA section 1-210(b)(1);
 - ii. Personnel or medical files and similar files the disclosure of which would constitute an invasion of personal privacy per FOIA Section 1-210(b)(2);
 - iii. Records pertaining to strategy and negotiations with respect to pending claims or pending litigation to which the School is a party until such litigation or claim has been finally adjudicated or otherwise settled per FOIA Section 1-210(b)(4);
 - iv. Trade secrets and commercial or financial information given in confidence, not required by law per FOIA Section 1-210(b)(5)(A) and (B);
 - v. The contents of real estate appraisals, engineering or feasibility estimates and evaluations made for or by the School relative to the acquisition of property or to prospective supply and construction contracts, until such time as all of the property has been acquired or all proceedings or transactions have been terminated or abandoned per FOIA Section 1-210(b)(7);

- vi. Records, reports and statements of strategy or negotiations with respect to collective bargaining per FOIA section 1-210(b)(10);
- vii. Records, tax returns, reports and statements exempted by federal law or the Connecticut General Statutes or communications privileged by the attorney-client relationship or any other privilege established by the common law or the Connecticut General Statutes, including any such records, tax returns, reports or communications that were created or made prior to the establishment of the applicable privilege under the common law or the Connecticut General Statutes per FOIA section 1-210(b)(10);
- viii. Names or addresses of students enrolled in the School without the consent of each student whose name or address is to be disclosed who is eighteen years of age or older and a parent or guardian of each such student who is younger than eighteen years of age per FOIA section 1-210(b)(11);
- ix. Educational records which are not subject to disclosure under the Family Educational Rights and Privacy Act, 20 USC 1232g per FOIA Section 1-210(b)(17);
- x. Records when there are reasonable grounds to believe disclosure may result in a safety risk, including the risk of harm to any person, except that such records shall be disclosed to a law enforcement agency upon the request of the law enforcement agency per FOIA Section 1-210(b)(19);
- xi. Responses to any request for proposals or bid solicitation issued by the School, responses by the School to any request for proposals or bid solicitation issued by a private entity or any record or file made by the School in connection with the contract award process, until such contract is executed or negotiations for the award of such contract have ended, whichever occurs earlier, provided the Chairperson of the School certifies that the public interest in the disclosure of such responses, record or file is outweighed by the public interest in the confidentiality of such responses, record or file per FOIA Section 1-210(b)(24).

Bylaw adopted by the Board: March 16, 2022

THE GILBERT SCHOOL
Winsted, Connecticut