

**BIRMINGHAM COMMUNITY CHARTER HIGH SCHOOL**  
**CONFLICT OF INTEREST & RECUSAL POLICY**

**Board Policy #32**

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| <b>Originally Adopted</b> | May 21, 2016       |
| <b>Previously Revised</b> | December 2, 2017   |
| <b>Revised</b>            | September 26, 2026 |
| <b>Status</b>             | Approved           |

## **I. POLICY STATEMENT**

It is the policy of the Board of Directors of Birmingham Community Charter High School (the “Board”) to conduct the affairs of Birmingham Community Charter High School (“BCCHS”), a California nonprofit public benefit corporation that operates a California public charter school, in a manner that promotes integrity, transparency, impartial decision-making, and compliance with all applicable conflict-of-interest laws.

Board members, officers, employees, and other persons subject to this Policy shall avoid participating in decisions in which they have a disqualifying financial or personal interest and shall comply with all applicable disclosure, abstention, recusal, and disqualification requirements.

## **II. PURPOSE AND SCOPE**

The purpose of this Policy is to supplement BCCHS’s Conflict of Interest Code and Bylaws and to establish procedures for identifying, disclosing, and addressing actual or potential conflicts of interest.

This Policy applies, as appropriate, to:

- Members of the Board;
- Corporate officers;
- Employees occupying positions designated in BCCHS’s Conflict of Interest Code;
- Consultants and persons serving in new positions when subject to the Conflict of Interest Code; and
- Other officers or employees when applicable conflict-of-interest law applies to their participation in a decision or transaction.

The Conflict of Interest Code separately identifies designated positions, disclosure categories, and Statement of Economic Interests requirements.

### **Policy Requirements That Exceed the Minimum Required by Law**

Certain provisions of this Policy impose requirements that are stricter than the minimum required by applicable law. Those provisions are expressly identified in this Policy as BCCHS policy requirements. They are adopted by the Board and are enforceable as Board policy.

A BCCHS policy requirement is in addition to, and does not limit, any disqualification, abstention, or recusal required by law. Compliance with a BCCHS policy requirement does not cure a contract, transaction, or decision that is otherwise prohibited by law, and a failure to comply with a BCCHS policy requirement is not, by itself, a violation of law.

### **III. GOVERNING LAW**

This Policy shall be interpreted and implemented consistently with:

- Government Code section 1090 et seq.;
- The Political Reform Act of 1974, Government Code section 81000 et seq.;
- BCCHS's Conflict of Interest Code and incorporated FPPC Regulation 18730;
- Education Code section 47604.1;
- Applicable provisions of the California Nonprofit Public Benefit Corporation Law, including Corporations Code sections 5227 and 5233;
- BCCHS's Bylaws; and
- Other applicable federal and state laws and regulations.

If this Policy conflicts with a mandatory provision of law, the mandatory provision of law shall control, to the extent applicable to BCCHS.

### **IV. GENERAL CONFLICT-OF-INTEREST STANDARD**

A person subject to this Policy shall not make, participate in making, or use the person's official position to influence a BCCHS decision when prohibited by applicable conflict-of-interest law.

A conflict may arise from, among other circumstances:

- A financial interest in a business, contract, transaction, property, source of income, gift, travel payment, or other economic interest;
- A financial interest of an immediate family member when recognized under applicable law or under this Policy;
- A contractual or employment relationship;
- A material personal interest that creates a legally disqualifying conflict;
- Participation in a matter in which the individual is a complainant, respondent, subject of an investigation, or otherwise personally involved to a degree requiring disqualification; or

- Another interest for which applicable law or this Policy requires disclosure, abstention, or recusal.

## **V. GOVERNMENT CODE SECTION 1090 — CONTRACTS AND TRANSACTIONS**

BCCHS shall not enter into a contract or transaction prohibited by Government Code section 1090 et seq.

Accordingly:

- A proposed contract involving a potential financial interest shall be reviewed before BCCHS enters into the contract.
- If Government Code section 1090 prohibits the contract and no statutory exception applies, BCCHS shall not enter into the contract.
- Disclosure, abstention, recusal, nonparticipation, or absence from the meeting does not cure a contract that is otherwise prohibited by Government Code section 1090.
- If a statutory remote-interest, noninterest, or other exception may apply, all conditions of the applicable exception must be satisfied.
- BCCHS may obtain advice from legal counsel when a potential Government Code section 1090 issue is identified.

## **VI. POLITICAL REFORM ACT AND CONFLICT OF INTEREST CODE**

Board members and designated employees shall comply with the Political Reform Act and BCCHS's adopted Conflict of Interest Code.

Persons holding designated positions shall:

- File Statements of Economic Interests when required;
- Disclose reportable economic interests within the disclosure categories applicable to their positions;
- Identify circumstances in which a financial interest may require disqualification;
- Refrain from making, participating in making, or attempting to influence a decision when disqualification is required; and
- Comply with applicable FPPC regulations governing disclosure and recusal.

## **VII. GIFTS, HONORARIA, AND TRAVEL PAYMENTS**

### **A. Statutory Limits**

Board members and designated employees are subject to the gift limits, the prohibition on honoraria, and the restrictions on travel payments imposed by the Political Reform Act, including Government Code

sections 89502, 89503, and 89506, and the implementing regulations of the Fair Political Practices Commission.

- The gift limit is set by statute and is adjusted biennially by the Fair Political Practices Commission. The current limit shall be obtained from the Commission and is not stated in this Policy.
- For a person who files a Statement of Economic Interests under BCCHS's Conflict of Interest Code, the gift limit applies to sources that would be reportable under the disclosure categories assigned to that person's designated position.
- Gifts from a single source aggregating fifty dollars (\$50) or more in a calendar year must be reported on the Statement of Economic Interests when the source is reportable.
- Honoraria from reportable sources are prohibited.

### **B. Gifts as Disqualifying Interests**

A gift may create a disqualifying economic interest. A Board member or designated employee who has received gifts from a reportable source in an amount that meets or exceeds the applicable gift limit within the preceding twelve (12) months shall not make, participate in making, or use the person's position to influence a decision affecting that source, and shall follow the procedures in Section XI.

### **C. Gifts From Vendors, Bidders, and Contractors**

BCCHS policy requirement. No Board member, officer, or employee shall solicit or accept any gift, meal, entertainment, travel, lodging, discount, or other thing of value having a value of fifty dollars (\$50) or more from a current vendor, contractor, or consultant of BCCHS, from a prospective bidder, proposer, or applicant for a BCCHS contract, or from a representative of any of them.

- The fifty dollar (\$50) threshold applies to the aggregate value received from a single source in a calendar year. A series of items from the same source shall not be divided or timed so as to remain below the threshold.
- This requirement applies whether or not the person holds a designated position under BCCHS's Conflict of Interest Code.
- Regardless of value, no Board member, officer, or employee shall solicit or accept anything that is offered, or that would reasonably appear to be offered, in exchange for or to influence an official action, a procurement decision, or the performance of the person's duties.

### **D. Exclusions**

The following are not gifts to an individual for purposes of subsection C:

- Donations, grants, or contributions made to BCCHS rather than to an individual, which are governed by BCCHS's policies on donations and fundraising;
- Informational materials, and meals or refreshments made available to all participants at a conference, training, meeting, or site visit attended in an official capacity;
- Items of nominal promotional value bearing a company name or logo;

- Gifts from family members, and gifts arising from a personal relationship unrelated to BCCHS business;
- Gifts from students, parents, or guardians that are unrelated to a BCCHS procurement and that are accepted consistent with BCCHS's Gifts and Gratuities Policy; and
- Travel payments and reimbursements that are permitted by law and approved in advance under BCCHS policy.

An exclusion under this subsection does not relieve a person of any reporting obligation that applies under the Political Reform Act or BCCHS's Conflict of Interest Code.

### **E. Disposition and Reporting**

A person who receives something that may not be accepted under this Section shall promptly return it to the donor within 30 days of receipt, or donate it to BCCHS or to a tax-exempt organization without claiming a deduction. The person shall notify the CEO/Principal, or, if the person is the CEO/Principal or a Board member, the Board Chair.

BCCHS's Gifts and Gratuities Policy governs gifts to employees who do not hold designated positions and addresses gifts from students, parents, and guardians. In the event of an inconsistency, the stricter requirement applies.

## **VIII. BOARD MEMBERS**

### **A. Non-Employee Board Members**

A non-employee Board member shall disclose and recuse from a matter when required by the Political Reform Act, Government Code section 1090, nonprofit corporation law, BCCHS's Conflict of Interest Code, or other applicable law.

A Board member shall not participate in a contract or transaction in which the member has a prohibited financial interest.

A Board member shall also recuse when the member has another direct personal involvement or legally disqualifying interest that prevents lawful and impartial participation in the matter.

BCCHS policy requirement. In addition to any recusal required by law, non-employee Board members may not participate in open or closed session discussions of the Board involving any of the following topics:

- i. Discussions or actions as to transactions or contracts in which the Board member, or immediate family member as defined in Section VIII.B below, has a material financial interest; or
- ii. Discussions or actions as to transactions or contracts in which the Board member's adult child has a material financial interest.

### **B. Employee Board Members**

Consistent with Education Code section 47604.1(d), a BCCHS employee is not disqualified from serving on the Board solely because of the employee's employment status.

However, an employee Board member shall:

- Abstain from voting on any matter uniquely affecting that Board member's employment;
- Refrain from influencing or attempting to influence another Board member regarding a matter uniquely affecting the employee Board member's employment; and
- Comply with all other applicable conflict-of-interest requirements, including Government Code section 1090, the Political Reform Act, BCCHS's Conflict of Interest Code, and applicable nonprofit corporation law.

An employee Board member may also be required to recuse from other matters based upon an independent financial, contractual, personal, or legal conflict.

BCCHS policy requirement. In addition to the abstention required by Education Code section 47604.1(d) and any disqualification required by other applicable law, and as a matter of Board policy, no Board member of BCCHS who is also concurrently a BCCHS employee may participate in open or closed session discussions of the Board involving any of the following topics:

- i. Discussions or actions as to transactions or contracts in which the Board member, or immediate family member, has a material financial interest; immediate family member is defined to include the Board member's spouse and dependent children;
- ii. Discussions or actions as to transactions or contracts in which the Board member's adult child has a material financial interest;
- iii. Discussions or meetings as to the appointment, employment, compensation, performance evaluation, discipline, or dismissal of a BCCHS employee or classes of employees, especially including any such employee or employees who are responsible for supervising and/or evaluating the employee Board member;
- iv. Hearing of complaints, claims or charges brought against a BCCHS employee by another person or BCCHS employee;
- v. Discussions or meetings with legal counsel concerning pending or ongoing legal proceedings, either before a court, administrative body exercising its adjudicatory authority, hearing officer, or arbitrator, in which a current or former BCCHS employee is a party in the person's personal or official capacity;
- vi. Discussions or actions regarding the salaries, salary schedules, or compensation paid in the form of fringe benefits of BCCHS's employees; or
- vii. Any discussions or meetings concerning negotiations with a collective bargaining unit or regarding the formation of a collective bargaining unit for BCCHS's employees; or
- viii. Consideration of claims made against BCCHS for money and/or damages where the claimant is a current or former BCCHS employee.

The requirements of this subsection are imposed by BCCHS as a matter of Board policy. They are not a determination that participation in these matters is prohibited by law, and they do not limit any broader disqualification that applicable law may require.

The fact that a matter affects BCCHS employees generally does not, standing alone, determine whether an individual employee Board member is disqualified as a matter of law. The particular facts and applicable law shall govern that question, and the BCCHS policy requirement above shall apply in either case.

Examples of matters that may uniquely affect an employee Board member include decisions concerning that individual's:

- Appointment or continued employment;
- Individual compensation or benefits;
- Performance evaluation;
- Discipline;
- Termination;
- Individual grievance or complaint;
- Employment contract; or
- Other employment matter specifically directed to that individual.

## **IX. CORPORATIONS CODE AND SELF-DEALING TRANSACTIONS**

Board members shall comply with applicable California Nonprofit Public Benefit Corporation Law, including Corporations Code section 5233.

If a proposed transaction constitutes or may constitute a self-dealing transaction:

- BCCHS shall first determine whether the transaction is prohibited by Government Code section 1090.
- A transaction prohibited by Government Code section 1090 shall not proceed merely because it might otherwise satisfy nonprofit corporation requirements.
- If Government Code section 1090 does not prohibit the transaction, BCCHS shall comply with all applicable requirements of Corporations Code section 5233, including required findings, Board approval procedures, fairness standards, and disqualification of interested directors.

BCCHS shall also maintain Board composition consistent with the limitation on "interested persons" contained in Corporations Code section 5227 and the Bylaws.

## **X. OFFICERS AND DESIGNATED EMPLOYEES**

Officers and designated employees shall comply with this Policy to the extent applicable to their duties and decision-making authority.

A designated employee shall not:

- Participate in a decision when prohibited by the Political Reform Act;
- Participate in making a contract in violation of Government Code section 1090;
- Use the employee's position to influence a decision from which the employee is legally disqualified; or
- Participate in another matter when recusal or disqualification is required by applicable law or BCCHS policy.

Nothing in this section changes the disclosure categories assigned to designated positions in BCCHS's Conflict of Interest Code.

## **XI. DISCLOSURE AND RECUSAL PROCEDURES**

When a Board member, officer, or designated employee is disqualified under law or under this Policy, the following procedures shall apply, as appropriate:

- 1. Prompt Identification.** The individual shall identify the potential conflict as soon as reasonably practicable.
- 2. Disclosure.** The individual shall disclose the nature of the disqualifying interest at the meeting, before the Board's consideration of the matter takes place. The disclosure shall be made part of the Board's official record and reflected in the minutes.
- 3. Nonparticipation.** The disqualified individual shall not participate in the decision in any way, including discussion, deliberation, recommendation, decision-making, or voting concerning the matter.
- 4. No Influence.** A disqualified person shall not attempt, inside or outside a meeting, to influence another Board member, officer, employee, or decision-maker concerning the matter.
- 5. Presence at the Meeting.** A disqualified Board member is not required to leave the room during open session, but shall not participate in the matter in any manner, as provided in paragraphs 3 and 4 above. While the Board is considering the matter, the member shall not confer with any other Board member about it, whether orally, in writing, or electronically. The member shall leave the room and shall not be present during any closed session in which the member's participation is not permitted by law or by this Policy, including any closed session concerning a matter listed in Section VIII.A or Section VIII.B. Nothing in this paragraph limits any right the member may have under applicable law to address the Board as a member of the public.
- 6. Documentation.** Board minutes shall reflect recusals, abstentions, disclosures, departures from and returns to the meeting, and other information required by law.

**7. Uncertainty Regarding a Conflict.** When there is uncertainty regarding whether a conflict exists or what procedures apply, BCCHS should obtain guidance from qualified legal counsel or, when appropriate, the Fair Political Practices Commission before the individual participates in the matter.

**8. Failure to Recuse.** In accordance with Article III, Section 4 of BCCHS's Bylaws, if a Board member refuses to recuse where the Board believes recusal is warranted under law or this Policy, the Board may vote to cause involuntary recusal by majority vote of the members present and voting, excluding the member with the perceived or actual conflict of interest. The vote shall be taken in open session, and the determination and the basis for it shall be recorded in the minutes. Involuntary recusal applies only to the matter before the Board and does not remove the member from office.

A recusal required by this Policy does not excuse the Board from satisfying applicable quorum requirements. If the exclusion of disqualified members from a closed session leaves the Board without a quorum, the Board shall not act on the matter and shall seek guidance from legal counsel.

## **XII. COMPLAINTS, PERSONNEL MATTERS, AND OTHER PERSONAL INVOLVEMENT**

A Board member or other decision-maker shall not participate in the adjudication of a matter when the individual's personal involvement would create a legally disqualifying conflict or violate applicable due process requirements.

This may include circumstances in which the individual:

- Is the subject of the complaint, claim, grievance, investigation, or disciplinary proceeding;
- Is the complainant;
- Has a direct financial interest in the outcome;
- Has served in an investigative or advocacy role that legally prevents the individual from serving as an impartial decision-maker; or
- Is otherwise required by law to be disqualified.

This section addresses disqualification required by law and is separate from the BCCHS policy requirements stated in Section VIII. Disqualification under this section shall be determined based on the facts and applicable law.

## **XIII. ENFORCEMENT AND QUESTIONS REGARDING RECUSAL**

Each Board member, officer, and designated employee is responsible for complying with applicable conflict-of-interest requirements and with this Policy.

If a potential conflict is identified:

- The affected individual should disclose the issue before participating in the matter;

- The Board Chair, CEO/Principal, Secretary, or other appropriate officer may request legal review, depending upon the person and issue involved;
- If the potential conflict concerns the Board Chair, the matter may be addressed by the Vice-Chair, Secretary, or other authorized Board representative;
- The Board may take appropriate action to enforce this Policy and applicable law, including involuntary recusal under Section XI.8; and
- Nothing in this Policy authorizes the Board to permit participation when the individual is disqualified by law.

#### **XIV. RELATIONSHIP TO OTHER BCCHS GOVERNANCE DOCUMENTS**

This Policy shall be read together with:

- BCCHS's Bylaws;
- BCCHS's Conflict of Interest Code;
- Applicable Board policies;
- Applicable employment and procurement policies; and
- Applicable federal and state law.

In the event of an inconsistency:

- Mandatory federal or state law controls;
- The Conflict of Interest Code controls as to designated-position disclosure requirements;
- The Bylaws control as to corporate governance requirements, except where superseded by law; and
- This Policy governs BCCHS's internal conflict disclosure and recusal procedures to the extent consistent with those authorities.

#### **XV. PERIODIC REVIEW**

BCCHS shall periodically review this Policy and its Conflict of Interest Code to ensure that:

- Position titles remain current;
- Designated positions and disclosure categories remain appropriate;
- Changes in law are incorporated when necessary;
- The BCCHS policy requirements in Sections VIII and XI remain workable in practice, including as to quorum; and
- The Policy remains consistent with BCCHS's Bylaws and Charter.

## **XVI. SUPERSESSION AND EFFECTIVE DATE**

Upon adoption by the Board, this Policy supersedes the Conflict of Interest & Recusal Policy previously revised December 2, 2017.

**Adopted/Revised by the Board:** September 26, 2026

**Effective Date:** September 26, 2026