
**HMONG COLLEGE PREP ACADEMY DISTRICT 4103-07
BOARD of DIRECTORS'
CONFLICT OF INTEREST RESOLUTION**

A. Conflict of Interest

Be it resolved that each new member of the board of Hmong College Prep Academy ("HCPA") must complete a conflict-of-interest statement (detailing potential or existing conflicts) at the time of application submission and shall annually complete such a statement on the anniversary of their election/appointment or on such annual date the Board may elect such as the Annual Meeting. Be it noted that as of the date set forth below no board member has received any remuneration from HCPA for any purpose or has any current contract with HCPA regarding financial remuneration that is in violation of Minn. Stat. 124E.14, entitled "Conflict of Interest". Before any director signs any agreement or contract with HCPA or on behalf of HCPA in the future that includes financial remuneration, they must submit a conflict-of-interest statement to the Board that states the nature of any potential conflict. Board members must further certify that they are not related to any other board members nor involved in any situation that creates a conflict as prohibited by Minn. Stat. 124E.07, Subd. 3 (b) or Minn. Stat. 124E.14. In addition, any director or directors who may have a conflict of interest must not vote on any action regarding any contract or matter where a conflict or perceived conflict might exist.

B. In compliance with Minnesota Statutes 124E.07 Subdiv. 3 Subdiv (b), I understand that as Board member:

(b) An individual is prohibited from serving as a member of the HCPA school board of directors if:

(1) the individual, an immediate family member, or the individual's partner is a full or part owner or principal with a for-profit or nonprofit entity or independent contractor with whom HCPA contracts, directly or indirectly, for professional services, goods, or facilities; or

(2) an immediate family member is an employee of HCPA.

(c) A violation of paragraph Minn. Stat. 124E.07 Subdiv. 3 (b) renders a contract voidable at the option of the commissioner or the charter school board of directors. A member of a charter school board of directors who violates paragraph (b) is individually liable to the charter school for any damage caused by the violation.

(d) Any employee, agent, or board member of the authorizer who participates in initially reviewing, approving, overseeing, evaluating, renewing, or not renewing the charter school is ineligible to serve on the board of directors of a school chartered by that authorizer.

C. The Board shall NOT enter into any contract or transaction with (a) on or more directors, (b) a director of a related organization, or (c) an organization in or of which a director of Hmong Academy is a director, officer, legal representative, employee, or in some way has a material financial interest unless all of the following criteria are met:

1. The contract or transaction is fair and reasonable.
2. That interest is fully disclosed to all Board Directors
3. The Board approves, authorizes or ratifies the action in good faith.
4. The approval is by a two-thirds majority of the Board (not including the interested director)

An interested director may submit written answers to written questions pertinent to the subject matter prior to the meeting at which the contract or transaction will be considered. The questions and answers shall be made a part of the minutes of the meeting. An interested director shall not otherwise communicate with the board concerning the matter and shall not be present during the vote on the contract or transaction. The minutes of all actions taken in such matters shall clearly reflect that these requirements have been met.

Note that if the sole financial interest is a director in terms of a potential conflict is receiving a salary or related remuneration as a teacher of the school, and the teacher is serving on the Board in accordance with Minnesota law, this will not be considered a Conflict-of- Interest and the above requirements do not apply.

Amendment and Restatement of the revised Bylaws adopted in 2020:

Be it also resolved that the Bylaws of the HCPA School are hereby amended to add the above conflict of interest resolution, and that the amended and restated Bylaws are hereby approved and adopted as the official bylaws of the school.

Board Name (Print)

Board Member Signature

Date

The above resolution has been adopted at a meeting of the Board of Directors held on November 29, 2021.