Brecksville-Broadview Heights Schools Foundation
Corporate Governance Policies

On this 21st day of October 2025, the duly elected Trustees of the Brecksville-Broadview Heights Schools Foundation (hereinafter referred to as the "Foundation") adopted the following policies regarding its operation.

Basic Policies

Political Involvement. The Foundation shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office, or devote more than an insubstantial part of its activities attempting to influence legislation.

Endorsements. The name of the Foundation or the names of any Trustees in their official capacities shall not be used to endorse or promote any partisan interest or for any purpose not appropriately related to the purposes of the Foundation.

Authority

Third-Party Contracts. Only the President and Vice President shall have the authority to execute contracts on behalf of the Foundation.

Signatory on Foundation Checks. Only the President and Vice President shall have the authority to sign checks on behalf of the Foundation. The President and Vice President may not sign checks payable to themselves.

Administrative Assistant. The Foundation has the authority to hire for compensation an administrative assistant who may be responsible for recording and preparing minutes at meetings, processing mail, assist with fundraising events, and other ministerial tasks as requested by the Trustees. Any administrative assistant will not have voting rights in the Foundation.

Financial Policies

Annual Budget. The Treasurer shall prepare an annual budget to be presented at the August general meeting for review and approval by the Trustees.

Financial Report. The Treasurer shall prepare and provide quarterly (or more frequently as necessary) financial updates to the Trustees.

Investment Portfolios. To the extent practicable, a representative of the company(s) maintaining the Foundation's investment portfolio shall annually (or more frequently as necessary) attend a Foundation meeting to provide an update on the Foundation's investments.

Investment Statement Policies. The Foundation shall annually review the investment policy statements applicable to its accounts and make any necessary changes thereto.

Discretionary Spending. The President and Vice President are authorized to spend up to $200 in Foundation funds without prior approval of the Trustees. All Trustees must seek prior approval from the Foundation to spend funds in excess of the amount designated in the approved budget.

Audit. The Foundation shall conduct an annual audit of its financial records following the close of its fiscal year.

Meetings

Attendance. Trustees shall regularly attend Foundation meetings.

Virtual Attendance. The Foundation will make available to Trustees the opportunity to participate in meetings virtually. However, Trustees are expected by the Foundation to make every effort to attend Foundation meetings in person.

Excessive Absence. The Foundation, with a majority vote of its Trustees, may remove a Trustee for excessive absenteeism.

Website and Social Media

Website. The Foundation may maintain a website that will only publish Foundation and Brecksville-Broadview Heights School District related information.

Website Information. The Foundation website shall to the extent practical contain links or publish names of officers and Trustees, the Foundation's Articles of Incorporation, IRS Determination Letter, Amended and Restated Code of Regulations, Corporate Governance Policies, and most recently filed Form 990.

Social Media. The Foundation may maintain social media accounts including, but not limited to, Facebook and Instagram. These accounts shall only be used to promote Foundation and Brecksville-Broadview Heights School District related information.

Brecksville-Broadview Heights Schools Foundation

CONFLICT OF INTEREST POLICY

The purpose of the conflict-of-interest policy is to protect this tax-exempt corporation (Brecksville-Broadview Heights Schools Foundation) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation 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.

1.1 INTERESTED PERSON. Any director, principal officer, or member of a committee with governing board delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

1.2 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 corporation has a transaction or arrangement,
b. A compensation arrangement with the corporation or with any entity or individual with which the corporation 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 corporation 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 1.4, a person who has a financial interest only if the appropriate governing board or committee decides that a conflict of interest exists.

1.3 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 directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

1.4 DETERMINING WHETHER A CONFLICT OF INTEREST EXISTS. After disclosure of the financial interest and all material facts, and after discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

1.5 PROCEDURES FOR ADDRESSING THE CONFLICT OF INTEREST

a. An interested person may make a presentation at the governing board or 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 governing board or 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 governing board or committee shall determine whether the corporations 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 is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

1.6 VIOLATIONS OF THE CONFLICTS OF INTEREST POLICY.

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

1.7 THE MINUTES OF THE GOVERNING BOARD AND ALL COMMITTEES WITH BOARD DELEGATED POWERS SHALL CONTAIN:

a. 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.
b. 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.

1.8 WHEN A VOTING MEMBER CAN/CANNOT VOTE ON A TOPIC:

a. A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.
b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.
c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

1.9 EACH DIRECTOR, PRINCIPAL OFFICER AND MEMBER OF A COMMITTEE WITH GOVERNING BOARD DELEGATED POWERS SHALL ANNUALLY SIGN A STATEMENT WHICH AFFIRMS SUCH PERSONS:

a. Has received a copy of the conflicts of interest policy,
b. Has read and understands the policy,
c. Has agreed to comply with the policy, and
d. Understands that the Corporation is a charitable organization 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.

1.10 TO ENSURE THE CORPORATION OPERATES IN A MANNER CONSISTENT WITH CHARITABLE PURPOSES AND DOES NOT ENGAGE IN ACTIVITIES THAT COULD JEOPARDIZE ITS TAX-EXEMPT STATUS, PERIODIC REVIEWS SHALL BE CONDUCTED. THE PERIODIC REVIEWS SHALL, AT A MINIMUM, INCLUDE THE FOLLOWING SUBJECTS:

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

I have read and understand the Conflict-of-Interest policy as it relates to the Brecksville-Broadview Heights Schools Foundation.

Print name	Signature	Date