

PTO Code of Ethics and Confidentiality Policy

The Parent-Teacher Organization (PTO) of the Banjul American Embassy School (BAES) believes confidentiality must be maintained. Therefore, each PTO Board member shall keep confidential any and all information relating to discussions at its meetings unless compelled by legal process to disclose such information, or as otherwise agreed by the Board. While Board members are free to discuss the result of Board action items, disclosing any information concerning the discussion of such items during the Board meeting is prohibited.

PTO Board members acknowledge that any violation of this policy could cause harm to BAES and frustrate Board deliberations. Therefore, any Board member who violates this policy shall be subject to termination of his/her Board position.

In order to ensure compliance with applicable laws and to protect BAES and its Board members from potential legal problems regarding conflicts of interest and violation of fiduciary obligations, the Board of Directors endorses and adopts the following statement of policy:

I. Duty of Loyalty

Board members have fiduciary obligations and duty of loyalty to BAES: supporting, and not opposing directly or indirectly or taking any other stance against, the policies and positions duly adopted by BAES' PTO Board of Directors. This duty of loyalty is not intended to, nor should it; discourage debate within PTO Board or committee meetings. Such debate is encouraged and is part of the individual's responsibility in the deliberation process.

II. Confidentiality of PTO Board Discussions and Documents

In order to encourage and foster open and candid discussion at its meetings, the PTO Board of Directors of BAES believes confidentiality must be maintained. Therefore, each Board member shall keep confidential any and all information relating to discussions at its meetings, including any and all materials, e.g., correspondence, reports, etc., unless compelled by legal process to disclose such information, or as otherwise agreed by the PTO Board.

III. Conflicts of Interest

A "conflict of interest" is generally defined as a transaction in which, because the individual is, either directly or indirectly, a party to the transaction or possible beneficiary of the transaction, there is or may be a conflict between the Board member's fiduciary obligations to BAES and his /her personal or business interests. To avoid potential conflict of interest problems, BAES implements the following procedures:

1. In any transaction involving BAES in which its PTO Officer has or expects or intends to have a financial or other beneficial interest, such member, prior to any discussion or decision concerning the transaction, shall fully disclose to the BAES PTO Board or the appropriate committee considering the transaction the material facts of the transaction and his/her interest or relationship.
2. Upon such disclosure, the PTO Board member shall take no further part in the meeting during which time the proposal is considered and voted upon.
3. After receiving such disclosure, prior to approving the transaction, the PTO Board must conclude that the transaction is "fair to BAES" and must approve the transaction without the participation or the vote of the interested member.
4. The interested member's presence at the meeting may be counted in determining whether a quorum of the PTO Board or committee is present, but that member shall not vote on the transaction.

IV. Fiduciary Obligations as to BAES Opportunities

A PTO Board member shall not seize a "corporate opportunity" intended for BAES for his or her personal benefit. This means that such PTO Board member may not take advantage of a business opportunity in which he or she knows PTO BAES has a genuine interest and where such an association opportunity would be consistent with BAES' purposes, mission and goals. Further, if the PTO Board member becomes aware of such an opportunity, he or she is obliged to so inform BAES and allow BAES to act first.

V. Participation in Deliberations and Actions

In any case in which there is a question of loyalty, conflict of interest, or corporate opportunity raised, the Board member shall not participate in the meeting for the entire time the matter is discussed and voted upon.

I have read and understand the above expectations for the position of PTO Board member for BAES and agree to abide by this Code of Ethics and duty of confidentiality.

Name

Signature

Witness

PTO President

Executed on, 2014