



**2019-2020 CODE OF ETHICS &  
STANDARDS OF CONDUCT**

# Code of Ethics

## Overview

Every day, everyone at Confluence has the power to influence Confluence's reputation everywhere we do business. This Code is designed to ensure that all members of the Confluence community conduct themselves with the highest degree of integrity and uphold the values that we have set as part of the Confluence Commitment. This is a critical part of striving to fulfill our vision of delivering a world-class education for every child. As further described below, each employee, officer and member of the board of directors should:

- Conduct himself or herself in accordance with ethical principles that reflect the highest standard of corporate and individual behavior
- Foster an environment in which all employees of Confluence are treated fairly and with respect
- Conduct himself or herself in accordance with Confluence's Key Behaviors and the Code Values: Wisdom, Justice, Courage, Compassion, Hope, Respect, Responsibility and Integrity
- Avoid all conflicts of interest between work responsibilities and personal affairs
- Obey all applicable laws, regulations, policies and procedures in all business dealings on behalf of Confluence
- Ensure that the spirit of the law is obeyed, not just the letter of the law
- Report any violations of law, regulation, policy or procedure by any employee, officer or director

## Applicability

Confluence's Code of Ethics and the accompanying Standards of Conduct apply to:

- All Confluence Academies employees and officers;
- Members of the Confluence Board of Directors;
- All subsidiaries and affiliates of Confluence;
- Any third party consultants engaged on Confluence's behalf.

## Responsibilities of Employees

Leadership and responsibility for sustaining an ethical culture is found at all levels of Confluence. All Confluence employees are expected to:

- Review and understand the details of this Code and the company's other operating policies and procedures
- Comply with and obey all applicable internal policies or procedures, laws and regulations in any of their business dealings on behalf of Confluence
- Actively work to create and sustain a Confluence culture that recognizes, values, and above all, exemplifies ethical conduct
- Seek assistance as needed from their supervisor, the HR Director, or the Board of Directors for compliance concerns
- Promptly raise any concerns about an employee's conduct that appears to violate the law or any Confluence policy and report compliance violations to management or the HR Director, or through the anonymous hotline
- Cooperate with any investigations conducted by Confluence or its representatives
- Be honest, fair and trustworthy in all dealings with co-workers and our clients
- Sign the Code of Ethics Acknowledgement Form every year

## Responsibilities of Leadership

Confluence's management team has responsibilities beyond those of employees and consultants. In addition to all of the responsibilities listed above, managers and supervisors are expected to:

### ***Maintain a culture of ethics and compliance by:***

- Communicating Confluence policies and procedures to all employees
- Ensuring that employees understand that compliance and ethics are never secondary to business results
- Regularly integrating and discussing compliance efforts and ethical behavior into business meetings and processes
- Hold themselves and employees accountable for ethical conduct through frequent meetings with direct reports and employees evaluations
- Encouraging employees to report any compliance concerns or problems
- Having their own behavior serve as a model for good conduct that should be developed and promoted

***Detect compliance problems by:***

- Reviewing appropriate internal control measures across all business processes to detect compliance risks or variances and potential for defects
- Ensuring that periodic monitoring and reviews for compliance occur and identifying needed improvements
- Encouraging employees to raise concerns to their supervisor or the HR Director without any fear of retaliation

***Respond to compliance problems by:***

- Identifying any necessary modifications to business processes as a result of a compliance review
- Taking appropriate disciplinary action with the assistance of their supervisor or the HR Director
- Consulting with the Supervisor or the HR Director for assistance in making any necessary and appropriate disclosures to regulatory authorities

## **Responsibilities of Officers and Directors**

Confluence's directors and corporate officers are expected to act ethically at all times and to adhere to its compliance policies. If any actual or potential conflict of interest arises for an officer, then that officer shall promptly inform the Chairman of the Board. If a significant conflict exists and cannot be resolved, then the officer must resign.

All officers must excuse themselves from discussions or decisions affecting their personal, professional or business interests. The Board of Directors shall resolve any conflicts of interest involving the chairman, or any officer.

## **Non-Retaliation and Penalties for Violations**

Confluence prohibits any employee from retaliating or taking any adverse action against any employee for reporting a compliance violation and for raising or helping to resolve any compliance concern.

Any employee who fails to comply with this Code and Confluence's compliance policies and procedures, shall be subject to disciplinary action up to and including termination of employment. Such discipline may apply to actions including a direct violation of a Confluence policy; requesting others to violate a Confluence policy; failing to demonstrate leadership required to ensure compliance with Confluence policies and applicable law; failing to cooperate

with an investigation or audit; or retaliating against an employee for raising a compliance concern.

## Guidance for Raising Ethics Concerns

In order to ensure ethical conduct throughout Confluence, all Confluence employees are encouraged to raise concerns they might have about conduct that falls short of our standards. This is one of the most important responsibilities an employee has to protect the health and safety and well-being of fellow employees, Confluence as a whole, our students, and the larger community. Concerns should be raised early – the longer we wait to address a concern, the worse it may become. All employees are encouraged to contact any of the following to report any compliance or ethics concerns or to get answers to any questions about ethical conduct in the workplace:

- Direct Supervisor
- The HR Director
- The Compliance Hotline

Local management should be in the best position to resolve most issues. If any compliance issue is not resolved, it should be escalated to one of the other contacts listed above. Above all, concerns should be raised early to allow any problems to be resolved quickly. The Compliance Hot-line number is 1-877-820-9754, and the online program can be accessed at <https://confluenceacademy.ethicaladvocate.com>. Concerns brought to the hotline can be reported anonymously.

Through all channels listed above, confidentiality is respected and the information you provide will be shared on a “need to know” basis to ensure that the concern is resolved.

## What Happens When a Concern is Raised?

An investigation will be commenced to ensure that all of the facts are collected. Content experts may be brought in to ensure objectivity and accuracy. If required, corrective action will be taken. This may include process improvements to avoid future issues, disciplinary actions, reporting potential issues to the proper authorities. The employee raising the issue will be given feedback regarding the outcome. If the issue is of such gravity as the situation requires, the Board of Directors will be notified by the appropriate personnel.

## Standards of Conduct

### Conflicts of Interest

When you are working or in your free time, nothing you do should conflict with your responsibilities at Confluence. No activity at work or home should hurt Confluence's reputation. In addition, misusing Confluence resources or influence is also prohibited. Even if intentions are good, the appearance of a conflict can have negative effects. It is essential that all employees consider and avoid the perception of a conflict of interest.

A potential conflict of interest arises when we become involved, directly or indirectly, in outside activities that could impair, or be perceived to impair, our business judgment. Examples of actual or potential conflicts of interest include:

- Knowingly having a significant or material personal financial interest in a vendor, competitor, supplier or other related party
- Having a close family member (e.g., spouse, child, sibling, parent or in-law) work for a vendor, competitor, supplier, or other related party
- Receiving any form of compensation from a vendor, competitor, supplier, or other related party
- Taking for yourself personally, an opportunity that Confluence could have an interest in that are discovered through the use of your Confluence position, information or property (See below for more on the prohibition on taking corporate opportunities for personal gain)
- Use or misuse of Confluence resources, intellectual property, time or facilities for personal gain. This includes office equipment, e-mail and computer applications
- Soliciting letters of support from members of the school community, including students, parents and staff, for the purpose of becoming involved in employment matters or other disputes

The key to addressing conflicts of interest is full disclosure. Often, just disclosing the potential conflict to Confluence is the only action required. Any belief that a potential conflict of interest exists should be disclosed in writing to the HR Director for discussion. Certain employees, including directors, officers, executives and other designated employees, may need to file annual conflict of interest certifications describing any actual or potential conflicts of interest.

Employees need to get approvals before accepting officer or director positions with an outside business while they are a Confluence employee.

- No employee, officer, or agent may participate in the selection, award, or administration of a contract supported by a federal award if he or she has a real or apparent conflict of interest

## **Taking Corporate Opportunities for Personal Gain**

Employees, officers and directors owe a duty to Confluence to advance its legitimate interests when the opportunity to do so arises. Employees, officers and directors are prohibited from: (a) taking personal or financial advantage of Confluence opportunities for themselves, while employed with Confluence; (b) using Confluence property, information or position for personal gain; and (c) competing with Confluence.

## **Compliance with Laws**

Everyone is expected to comply with both the letter and spirit of all applicable governmental laws and regulations and Confluence policies. Anyone who fails to comply with Confluence policies or any applicable laws or regulations in effect now or in the future will be subject to disciplinary measures, up to and including termination of employment. In addition, all employees have an obligation to bring forward to management's attention any areas that they believe are not complying with the law. Although it has been said above, it bears repeating: Confluence ABSOLUTELY prohibits retaliation for bringing a legitimate issue forward in good faith.

## **Confidentiality**

All employees, officers and directors should maintain confidentiality of all confidential and proprietary information about Confluence, as well as its affiliates, employees and third parties that have provided such information to Confluence. This includes confidential information about future clients, students and employees.

No employee, officer or director shall use, publish or otherwise distribute confidential information to any person or entity without Confluence's prior written consent. Information is an important Confluence asset that must be protected. The loss of confidential information can be extremely damaging to our position. Examples of this confidential information include, but are not limited to, research results, financial data, marketing strategies and plans. We do not disclose any confidential Confluence information without a valid business purpose and proper authorization by management. Each of us is responsible for protecting the confidentiality of

Confluence information. General guidelines for protecting confidential Confluence information include:

- Not discussing sensitive Confluence business in public
- Using password protection on computer files
- Securing sensitive information in locked files and cabinets
- Securing sensitive information on laptop computers while traveling
- Exercising caution while using speakerphones and cellular phones

Even after we leave the employment of Confluence, we are obligated to maintain the confidentiality of Confluence information and return all documents and files (including electronically stored information).

### **Company Intellectual Property, Assets and Resources**

Confluence's intellectual property is one of its most valuable assets. As a condition of employment all employees must work to safeguard our proprietary information. It is also important that we respect the valid intellectual property rights of others. Unauthorized use of others' intellectual property can expose Confluence and even individual Confluence employees to civil law suits and damages, including significant fines and criminal penalties. A key to protecting our intellectual property and at the same time guarding against these risks is the timely review of new products, services, processes and software for possible inventions and trade secrets and the infringement of intellectual property rights of others.

In addition to its intellectual property Confluence has other more tangible resources that must also be protected. The following serves to remind us of that basic commitment and responsibility.

- All revenues generated by Confluence and all expenditures for goods and services, must be recorded and accounted for within the financial accounting system.
- No false or artificial entries are to be made in the accounting records of the company for any reason. Moreover, no payment on behalf of Confluence is to be approved or made with the understanding that any part of such a payment is to be used for any purpose other than that described by the documents supporting the payment.
- The use of Confluence funds or assets for any personal, unlawful, or improper purpose is prohibited.

- No unrecorded or undisclosed bank accounts are to be established by any department to fund, or to assist in funding, any authorized or unauthorized Confluence activity.
- The use of any Confluence equipment, supplies, or facilities for a revenue generating activity that benefits an individual employee is strictly prohibited.
- No person in a supervisory or management position is to use the authority of that position to assign an employee to perform non employment related tasks.

## **Fair Employment Practices**

Fair employment practices do more than keep Confluence in compliance with applicable labor and employment laws. They contribute to a culture of respect where employees are committed to team work and passionate professionalism. Confluence does not discriminate based on race, color, ancestry, religion, sex, sexual orientation, age, national origin, citizenship status, veteran status, mental or physical disability, or familial status, or an individual's membership in any other class or category protected by applicable federal, state, or local law. (See Section 1 of the Employee Handbook – Equal Employment and Anti-Harassment Policies.) This commitment goes far beyond legal compliance and is a part of Confluence's Promise to our Employees to provide a supportive environment that helps foster opportunities for personal and professional growth.

## **Fair Competition**

Confluence supports the principle of fair competition and does not engage in any activities that impede competition or that foster a restraint of trade.

## **Use of Company Technological and Information Resources**

Technological and information resources are defined to include data, records, software, facilities, equipment, storage media, networks, and electronic voice, video, and multimedia communications.

The technological and information resources of Confluence are to be accessed and utilized in an ethical manner. All users of technological and information resources are to adhere to high moral, legal and professional standards, and are expected to support the mission, and act in the best interests, of Confluence.

All users of technological and information resources are responsible for the protection of Confluence assets and for the accuracy, integrity, and confidentiality of the information to which they have access. Resources are not to be abused or employed in such a way as to

interfere with, or cause harm or damage to, another person, institution, Company or Confluence, within or outside the Confluence community. Those who are authorized to access confidential files must respect the privacy rights of others and use data only for legitimate academic or administrative purposes. Student record information must be handled in accordance to the requirements of the Family Educational Rights of Privacy Act (“FERPA”).

For more detailed information regarding the use of Confluence technological and information resources, please see the Policy on Use of Company Property contained in the Employee Handbook.

### **Foreign Corrupt Practices Act**

All directors, officers, employees, consultants and agents of Confluence are expected to conduct Confluence business legally and ethically. Improper gifts, payments or offerings of anything of value to foreign officials could jeopardize Confluence’s growth and reputation. The use of Confluence funds or assets for any unlawful, improper or unethical purpose is also prohibited. Specifically, it is Confluence’s policy to comply fully with the Foreign Corrupt Practices Act and the USA Patriot Act. This Policy extends to all of Confluence’s operations, including operations conducted by any departments, subsidiaries, agents, consultants or other representatives, and, to the operations of any joint venture or other business enterprise outside the United States in which Confluence is a participant. More information on complying with the FCPA can be found in the Employee Handbook.

### **Gifts and Entertainment**

The solicitation or acceptance of gifts for services rendered in the course of one’s normal employment is prohibited. Gifts of more than nominal value (in excess of \$100.00) from individuals or organizations with whom Confluence does business, or from those who hope to do business with Confluence in the future, are also prohibited.

Similar guidelines apply to the acceptance by Confluence employees of social invitations from those doing business with, or seeking to do business with, Confluence whenever such an invitation can be construed as an intent to influence an employee’s business decision, and the cost to the host of such entertainment would appear to be excessive.

In our relationships with those outside of the Confluence community – clients, vendors and contractors, public officials, members of the local community, and others – general Confluence policy prohibits the offering of a gift or entertainment that can in any way be construed as wrongfully or unfairly attempting to influence a decision that will benefit either Confluence or an employee of Confluence. Since it is difficult to establish intent, it is recommended practice

to avoid any appearance of impropriety by refraining from making such offers. This policy acknowledges that from time to time persons or organizations will be recognized for their varied contributions to Confluence, or in the Education industry, and that such recognition may include a token gift or award and/or an invitation to attend a social event or activity sponsored by the company. That being said, no employee may provide gifts, entertainment or travel to any government/school official or government/school employee without the approval of the HR Director.

**2019-2020**

**Code of Ethics and  
Standards of Conduct**

**Acknowledgement Form**

I have received, read and understand the Confluence Code of Ethics and Standards of Conduct.

I understand that all employees of Confluence, including me, are expected to abide by the Code and Standards and that it is not a guarantee of my employment with Confluence.

I understand my responsibility to report questions or concerns regarding compliance with laws, regulations, contract provisions, or Confluence policies to my supervisor, HR Director, or the Hotline.

I understand that there will not be retaliation for raising a compliance issue in good faith.

I understand that any violation of the Code of Ethics or Standards of Conduct may result in disciplinary action up to and including termination.

I understand that my failure to cooperate in a compliance investigation can be grounds for termination.