

Conflict of Interest Policy

Introduction

First Graduate (“First Graduate”) and its leadership and staff are subject to legal requirements relating to conflicts of interest. For example:

- The California Nonprofit Public Benefit Corporation Law (the “Nonprofit Law”) limits transactions between First Graduate and its directors, and provides that a majority of the board of directors must meet a specified independence standard.
- California corporation law principles provide that directors owe First Graduate a duty of loyalty, which requires a director to act in the interest of the organization rather than in the personal interest of the director.
- Federal tax law and First Graduate’s Articles of Incorporation provide that no part of the net earnings or assets of First Graduate may inure to (benefit) its directors, officers, and other private persons.
- Federal tax law requires public disclosure regarding, among other things, relationships between First Graduate and its leaders, the independence of First Graduate’s board, and the compensation of First Graduate’s leadership.

First Graduate adopted this Conflict of Interest Policy (this “Policy”) to facilitate compliance with these laws and provide procedures for addressing situations that involve, or may appear to involve, conflicts of interest.

Policy

Core principles

It is the policy of First Graduate that directors, officers, and key employees (collectively, “associates”) promptly and fully disclose any actual, apparent, or potential conflicts of interest (as defined below), that no associate participate in any decision by First Graduate in any matters in which he or she has a conflict of interest, that First Graduate follow a disciplined, documented process in making decisions about such matters, and that First Graduate comply with all applicable legal requirements relating to such matters.

Definitions

A **conflict of interest** exists if an associate (i) is in a position to make or influence First Graduate’s decisions about a transaction or relationship with a vendor, supplier, lender, lessor, consultant, grantee, or other person and (ii) has an affiliation with the other party to the transaction. An associate is considered to have an **affiliation** if (i) the associate is the other party; (ii) the other party is a family member; (iii) the other party is an entity in which the associate or a family member is a director, officer or employee; or (iv) the other party is an entity in which the associate or a family member has a substantial financial interest as an owner or investor in the entity.

Family member means brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. A **key employee** is any First Graduate employee who receives more than \$150,000 in annual compensation and has management responsibility over a substantial segment (10%+) of First Graduate’s assets, income, expenses or budget, or is otherwise considered a key employee under First Graduate’s compensation review policy.

Disclosure

Annual disclosure

Upon election, hiring, or appointment, and annually thereafter, associates must complete an annual affirmation and disclosure questionnaire in the form provided

by First Graduate. On this document, the associate must disclose all affiliations or other matters that could give rise to a conflict of interest and confirm his or her commitment to compliance with the Policy. The associate should update this disclosure as appropriate. Associates have a continuing responsibility to review their business, personal, and philanthropic interests, and their family and other close relationships, for actual, apparent, or potential conflicts of interest.

Conflicts of interest as they arise

Associates should promptly disclose to First Graduate any affiliations or other matters that constitute or could result in a conflict of interest in connection with any transaction or other decision under consideration by First Graduate. Associates should disclose such matters to other participants in the decision-making process whenever there is any doubt about whether disclosure is required.

Procedures

Abstention from decision-making

In all situations calling for disclosure, the interested associate should abstain from voting or otherwise participating in the decision other than by making the required disclosure and providing any other information requested by the decision makers.

Review

With regard to an **employee**, the Executive Director will determine the appropriate response by First Graduate in line with the principles set out in this Policy including, without limitation, review by First Graduate's Board of Directors (the "Board") or a Board Committee. With regard to a **director or officer**, or on employee matters referred to it by the Executive Director, the Board will determine the appropriate response by First Graduate in light of the nature of the conflict.

Action by the Board

The Board will take such actions as it believes are appropriate in the circumstances and as may be required under federal tax or state law principles and this policy. These actions may include limiting review to specified directors, obtaining information from the interested associate, reviewing information about comparable transactions, tasking a committee to review the matter, and obtaining advice from advisors. As a general matter, the Board may approve a decision or transaction where an associate has a conflict of interest if the following steps are taken:

- The interested associate leaves the room during the Board's consideration of the decision or transaction.
- The disinterested Board members compile and review all material facts regarding the decision or transaction and the interest.
- The disinterested Board members determine after reasonable investigation that First Graduate cannot obtain with reasonable efforts a more advantageous arrangement with a person or entity that would not give rise to a conflict of interest, and that the decisions or transaction is fair and reasonable to First Graduate and for its benefit and not for the benefit of the interested associate.
- The disinterested Board members vote to approve the decision or transaction by a majority of the directors then in office, not counting the votes of any interested Board members.
- The Secretary (or some other Board member or officer in the Secretary's absence) prepares complete minutes of the Board's consideration of the decision or transaction. The minutes should note: a description of the decision or transaction and the date the action was taken; Board members who were

present during the meeting and those members who voted; data obtained and relied upon and how the data were obtained.

Self-dealing transactions

First Graduate will not engage in any self-dealing transaction as defined in Section 5233 of the Nonprofit Law without taking the actions set out in the bullet points above and such other actions as may be appropriate under Section 5233. A self-dealing transaction is a transaction in which First Graduate is a party and in which one or more of its directors has a material financial interest.

Related matters

Board composition

At all times, not more than 49% of the directors of First Graduate may be "interested persons." An interested person means either: (i) any person currently being compensated by First Graduate for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director in his or her capacity as director; or (ii) any family member (as defined above) of any such person.

Compensation

This Policy does not cover review of senior management compensation. Compensation matters are covered in the Compensation Review Policy.

Loans to directors and officers

Except as permitted by Section 5236 of the Nonprofit Law and Section 7.4 of the Bylaws, First Graduate will not make any loan or other advance of money or property to, or guarantee the obligation of, any director or officer.

Personal use; gifts

Associates may not use or authorize the use of the name, logo, or other property of First Graduate for the benefit of any associate or any other person or entity, except as approved by First Graduate. Associates may not accept or give any payments, gifts, loans, or other favors from or to anyone who is doing, or wishes to do, business with First Graduate, except for items of nominal value or as otherwise approved by First Graduate.

Corporate opportunities

Associates may not take personal advantage of opportunities that are discovered through the use of corporate property, information, or one's position, except as approved by First Graduate.

Relationship to other laws

This Policy is intended to supplement and not supersede any applicable federal or state laws including laws prohibiting or otherwise relating to self-dealing, private inurement, private benefit or transactions with interested persons. Nothing in this policy authorizes First Graduate to engage in any act of self-dealing, inurement, or any other act prohibited by law. Nothing in this Policy shall supersede or replace any existing or future contractual agreements between First Graduate and other parties.

Annual board review

The Board will perform an annual review of this Policy and amend the Policy as appropriate, as contemplated by Section 3.10 of the Bylaws. In addition, the Board will perform an annual review of the questionnaires received under this Policy and consider appropriate actions to promote compliance with this Policy.