



*Laser Focused  
on Closing the  
Reading Gap*

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## Conflict of Interest Policy

Transparency in business dealings is critical and helps protect the integrity and reputation of both the Organization and employees. Officers and employees have a responsibility to put the business interests of READ USA, Inc. ahead of other business interests. A conflict of interest occurs when an individual's private interest interferes, or appears to interfere, with the interests of the Organization. A conflict situation can arise when an officer or an employee has interests that may make it difficult to perform his or her role impartially. Conflicts of interest may also arise when an officer, an employee, or a member of his or her family receive improper personal benefits as a result of his or her position in the Organization.

All employees are expected in their dealings, with and on behalf of the Organization, to exercise good faith in all transactions touching upon their duties and to observe a strict rule of honest and fair dealing between themselves and the Organization. Officers and employees are not to use their positions or knowledge gained from working at the Organization in a manner that is not in the best interest of the Organization.

It is the policy of the Organization to prohibit its officers or employees from engaging in any business relationship with any other person or business entity where the personal, financial, or business interests could conflict, or appear to conflict, with the interest of the Organization.

A conflict of interest includes activities that may only appear to influence judgment or decisions. Even the appearance of a potential conflict of interest can cause business partners and customers to question motives. Direct or indirect participation by an officer or employee or a member of the their family in any arrangement, agreement, investment, employment, consultation, contract, or other activity that could result in personal benefit at the expense of the Organization's interests, could result in a conflict of interest. A conflict may also exist when, due to an officer or employee's relationship with another organization or person, there is a question as to whether the Employee can act solely and totally in the best interests of the Organization.

It is impossible to describe all of the situations that may lead to a conflict of interest. All officers and employees have an ongoing affirmative duty to bring to the attention of the Organization any situation that may be an actual or potential conflict of interest as defined in this policy. Any officer or employee who is in doubt regarding whether a situation creates an actual or potential conflict should bring the situation to the attention their supervisor. The supervisor shall consult with Senior Leadership to assess the nature and extent of any concern and how it should be resolved.

This could include the possibility of the officer or employee removing or recusing himself/herself from the Organization activity which poses the conflict or terminating the relationship giving rise to the conflict.

The following are examples of situations that may be considered a conflict of interest:

- An individual takes a leadership or fiduciary position in an organization that currently competes with, or is a potential competitor, of the Organization;
- An officer or employee enters a business relationship with another person or business entity that may cause him/her to disclose information that is considered confidential or proprietary to the Organization;
- An officer or employee becomes involved in another business relationship, including employment, that requires such personal time that the performance of that person to the Organization suffers and/or that person's commitment to the Organization could be questioned;
- An officer or employee enters into a business relationship with any person or business entity providing services to the Organization or its customers;
- Acceptance by an officer or employee or a member of their family of money, loans, gratuity, gifts, excessive or unusual entertainment or other favors from others conducting business with, seeking to do business with, or is a competitor of the Organization.

If it is determined that a conflict of interest situation exists, which is of such a nature as to preclude the employee's proper performance of duty for the Organization, the officer or employee will be asked to eliminate the source of conflict. Failure to do so may result in a request for the officer or employee's resignation or termination.