

Sec. 1. PURPOSE OF POLICY.

- (a) This policy relates to the accounting and reporting of any and all business expenses from any source of funding by IPS Enterprises, Inc. (“IPS”) and its Officers and employees pursuant to the Internal Revenue Code and Treasury Regulations (“IRC”),¹ as applicable.
- (b) It is the policy of IPS that all of its officers and employees are to report and account for any and all business expenses in a manner compliant with the IRC, IPS’s other accounting and documentation policies, and this policy.
- (c) This policy is intended to supplement and not replace any federal and state laws governing business expenses applicable to tax exempt organizations and domestic nonprofit corporations.
- (d) This policy shall also track the policies of IDEA Public Schools subject to Board differentiation contained herein or otherwise approved by the IPS Board.

Sec. 2. AUTHORITY OVER FISCAL MATTERS.

- (a) Subject to the provisions of Section 4.4 of the IPS Bylaws relating to actions to be approved by the Chief Executive Officer (“CEO”) or the Sole Member, the business, property, and affairs of IPS shall be managed and all powers of IPS shall be exercised by or under the direction of the Board. In the event of a conflict between this policy and any other Board policy, such conflict shall be brought to the Board for resolution. Refer to the Board’s Authority Over Fiscal Matters Policy (the “Controlling Policy,” Finance Policy 1.0) for requirements applicable to this policy.
- (b) The Officers of IPS (as defined in Sec. 5 of the Controlling Policy) shall report to the Board any business arrangement or transaction with an individual that is an Officer and any conflicted, interested, or related party, as defined in other Board policy or applicable law. IPS (and its Officers) may not enter into a business arrangement or conduct a transaction in such a manner so as to circumvent this requirement.

Sec. 3. DEFINITIONS.

For the purposes of this policy:

- (a) *IPS* includes IPS Enterprises, Inc. and any other organization hereafter formed, affiliated with, and brought under the control and direction of IPS Enterprises, Inc.
- (b) *Officer*. Refer to Sec. 5 of the Controlling Policy.
- (c) *Employee* means an individual who meets IRC requirements and guidance for classification as an employee.
- (d) *Adequate records* means an approved, standardized internal accounting form, completed by an IPS employee at or near the time of a business expense, and supporting documentary evidence which, in combination, are sufficient to

¹ At a minimum, this policy is intended to comply with 26 U.S.C. §§ 62(c) and 274(d) and 26 CFR §§ 1.62-2, 1.162-17, 1.274-5 and 1.274-5T.

substantiate the business expense.²

- (e) Supporting documentary evidence means a written record, such as an original itemized credit card receipt issued by the vendor from who goods and/or services are procured, that includes sufficient information to substantiate the business expense, including that the amount was paid.³
- (f) Excess reimbursement means any amount charged, directly or indirectly, to IPS or received from IPS as advances, reimbursements, or otherwise, that exceeds the substantiated business expenses paid or incurred by an IPS officer or employee.⁴
- (g) Substantiation means that, within a reasonable period of time, IPS officers and employees shall corroborate their reporting and accounting of each business expense through adequate records that provide the following information:
- (1) a description of the event that prompted the incurrence of such expense,
 - (2) the time and place of the event,
 - (3) the name of the establishment and other identifying information,
 - (4) the business purpose of such expense,
 - (5) the number and names of the people benefitting, be it directly or indirectly, from such expense,
 - (6) the amount of such expense, and
 - (7) the business relationship to the officer or employee of the person receiving the benefit of such expense.⁵
- (h) Reasonable period of time means actions that take place within the following times:
- (1) IPS officers and employees receive an advance within 30 days of the time an expense is incurred;
 - (2) IPS officers and employees adequately account for expenses within 60 days after such expenses were paid or incurred;
 - (3) IPS officers and employees return any excess reimbursement within 120 days after the expense was paid or incurred; and/or
 - (4) IPS officers and employees are given a periodic statement (at least quarterly when they have outstanding advances) that asks them to either return or adequately account for outstanding advances and they comply within 120 days of the statement.⁶
- (i) Entertainment means any activity which is of a type generally considered to constitute entertainment, amusement, or recreation, such as but not limited to entertaining at night clubs, cocktail lounges, theaters, concerts, country clubs, golf and athletic clubs, sporting events, and on hunting, fishing, vacation and similar trips, including such activity relating solely to the taxpayer or the taxpayer's family. The

² 26 CFR § 1.274-5T(c)(2).

³ 26 CFR § 1-274-5(c)(2)(iii)(B).

⁴ 2 CFR § 1.274-5T(f)(2)(ii), IRS Publication 463.

⁵ 26 U.S.C. § 274(d), 26 CFR §§ 1.274-5(c)(2)(iii)(B), 1.274-5(f)(4), 1.274-5T(c) and 1.62-2(e).

⁶ 26 CFR § 1.62-2(g), IRS Publication 463.

term entertainment may include an activity, the cost of which is claimed as a business expense by the officer or employee, which satisfies the personal, living, or family needs of any individual, such as providing food and beverages, a hotel suite, or an automobile to a business customer or his family.⁷ For purposes of this policy, if the officer or employee is dining with others for business purposes, the meal and related expenses incurred are “entertainment,” not “meals.”

Sec. 4. ACCOUNTABLE PLAN.

IPS shall implement and maintain a reimbursement and other expense allowance arrangement with its officers and employees as set forth in this subsection.

Sec. 4.1. Business Connection.

IPS shall only provide advances, allowances, or reimbursements that are allowable as deductions under the IRC and that are paid or incurred by the officer or employee in connection with the performance of services as an IPS officer or employee.⁸

- (a) *Properly approved.* IPS officers and employees shall only incur business expenses that are properly approved by the Chief Executive Officer (“CEO”) or designee and that have a business connection and that are ordinary and necessary.
- (b) *Ordinary and necessary.* IPS Officers and employees shall only incur business expenses that are ordinary⁹ and necessary¹⁰ for the organizational activity, function, program and service for which it is incurred, and that are aligned to the charitable and educational purposes identified in IPS’s governing corporate documents.
 - (1) *Business purpose for travel and entertainment.* If the business expense relates to travel away from home or entertainment, IPS Officers and employees shall provide detail of the specific business reason for the travel or entertainment or a description and details of the nature of the business benefit derived or expected to be derived as a result of the travel or entertainment.¹¹
 - (A) *Prior approval required.* The CEO or designee must approve any business expense relating to entertainment in advance. In doing so, the CEO or designee may only authorize entertainment expenses that will directly benefit IPS, or if it is to directly precede or follow a substantial and bona fide business discussion for the purpose of obtaining a contribution or donation or another financial or business benefit.
 - (B) In accordance with Sec. 2(b) of this policy, the CEO or designee shall submit to Internal Audits, via electronic mail within 15 business days

⁷ 26 CFR § 1.274-2(b)(1)(i).

⁸ 26 CFR § 1.62-2(d)(1).

⁹ “An ordinary expense is one that is common and accepted in your trade or business.” IRS Publication 463.

¹⁰ “A necessary expense is one that is helpful and appropriate for your business. An expense doesn’t have to be required to be considered necessary.” IRS Publication 463.

¹¹ 26 CFR § 1.274-5T(b)(2)(iv)/(3)(iv)/(5)(iv).

after the end of each calendar month, a sufficiently detailed monthly report disclosing all of the meal and travel expenses incurred by IPS Officers and by any employee who directly reports to any Officer. Internal Audits shall conduct a detailed examination of the disclosures of the monthly reports and provide a summary report and attestation, conforming to applicable *International Standards for the Professional Practice of Internal Auditing*, to the Board's Audit Committee of the accuracy and completeness of the reports and disclose any instances of noncompliance with this and other Board policy and applicable law.

- (2) *Additional disclosure of business purpose for entertainment.* If the business expense relates to entertainment, IPS Officers and employees shall also provide the nature of any business discussion or activity.¹²
- (3) *Business relationship for entertainment.* If the business expense relates to entertainment, IPS Officers and employees shall provide the occupation or other information relating to the person or persons entertained, including name, title, or other designation, sufficient to establish the business relationship of the person or persons entertained to the officer or employee.¹³
- (c) *Use of Private Funds.* Private funds/philanthropy may not be used for payroll advances, loans or allowances unless authorized by the donor.
- (d) *Employee Achievement Awards.* Special rules may apply to non-cash awards based on an employee's safety achievement or length of service. A safety or length of service award may be excluded from the employee's income if specific criteria are met pertaining to the form and timing of the award, its dollar value, and its method of presentation. Categories of employee achievement awards must be approved by the Board and meet all federal tax statutory requirements. Please refer to ***Employee Awards & Gifts Policy*** for details of Board-approved categories and authorized awards.

Sec. 4.2. Substantiation.

IPS shall require that its Officers and employees substantiate each business expense within a reasonable period of time.¹⁴

- (a) *Separating amounts.* Each separate payment is generally considered a separate expense and should be recorded separately. IPS Officers and employees may make one daily entry in their records for reasonable categories of expenses.¹⁵
- (b) *Time traveling.* If the business expense relates to travel away from home, IPS Officers and employees shall provide the dates of departure and return of each trip away from

¹² 26 CFR § 1.274-5T(b)(3)(iv).

¹³ 26 CFR § 1.274-5T(b)(2)(v)/(5)(v).

¹⁴ 26 CFR § 1.62-2(e)(1).

¹⁵ 26 CFR § 1.274-5T(c)(6), IRS Publication 463.

home, and the number of days away from home spent conducting IPS business.¹⁶

Sec. 4.3. Returning excess reimbursements.

IPS shall require that its Officers and employees return to IPS any excess reimbursement within a reasonable period of time.¹⁷ Amounts paid to an IPS Officer or employee pursuant to an arrangement conforming to this policy shall not generally be reported as income to the Officer or employee.¹⁸

Sec. 4.4. *De minimis* meals.

- (a) IPS may exclude from an employee's taxable income the cost of a meal provided to an employee the value of which is, after taking into consideration the frequency that such meals are provided by IPS to its employees, so small as to make accounting for it unreasonable or administratively impracticable.¹⁹
- (b) *Employee-measured frequency.* Generally, the frequency with which meals are provided by IPS to its employees is determined by reference to the frequency with which IPS provides the meals to each individual employee. For example, if IPS provides a free meal in kind to one employee on a daily basis, but not to any other employee, the value of the meals is not *de minimis* with respect to that one employee even though with respect to IPS's entire workforce the meals are provided "infrequently."²⁰
- (c) This exclusion applies to the following items provided on an occasional basis, as defined in subsection (d)(1) below:
 - (1) Coffee,
 - (2) Donuts, and
 - (3) Soft drinks.²¹
- (d) *Occasional meals.* Meals provided to an employee are excluded as a *de minimis* fringe benefit if the benefit provided is reasonable and is provided in a manner that satisfies the following conditions:²²
 - (1) *Occasional basis.* The meals are provided to the employee on an occasional basis. Whether meals are provided to an employee on an occasional basis will depend upon the frequency (i.e., the availability of the benefit and regularity with which the benefit is provided by IPS to the employee). Thus, meals provided to an employee on a regular or routine basis are not provided on an occasional basis.²³
 - (2) *Overtime.* The meals are provided to enable the employee to work overtime

¹⁶ 26 CFR § 1.274-5T(b)(2)(ii).

¹⁷ 26 CFR § 1.62-2(f)(1).

¹⁸ 26 CFR § 1.62-2(c)(4).

¹⁹ 26 U.S.C. § 132(e)(1).

²⁰ 26 CFR § 1.132-6(b)(1); this requirement is applicable to all *de minimis* fringe benefits.

²¹ 26 CFR § 1.132-6(e)(1).

²² 26 CFR § 1.132-6(d)(2)(i).

²³ 26 CFR § 1.132-6(d)(2)(i)(A).

and because overtime work necessitates an extension of the employee's normal work schedule. Thus, for example, meals provided on IPS's premises that are consumed during the period that the employee works overtime (or after hours work that is mandated beyond the 40-hour workweek for exempt personnel) satisfy this condition.²⁴

- (3) In no event shall the cost of meals calculated on the basis of the number of hours worked (e.g., \$1.00 per hour for each hour over eight hours) be considered a *de minimis* meal.²⁵

Sec. 4.5. Meals provided at an IPS eating facility.

IPS shall treat as a *de minimis* fringe the operation of any eating facility for employees if furnished on IPS's premises for its convenience and the revenue derived from such a facility normally equals or exceeds the direct operating costs of such facility, and such meals are available to all employees.²⁶

Sec. 4.6. Meals to promote goodwill or boost morale.

IPS may not exclude from an employee's taxable income the cost of meals provided to promote goodwill or boost morale, unless such meal qualifies as a *de minimis* meal under Section 4.4.²⁷

Sec. 4.7. Reimbursements and allowances.

- (a) IPS shall not provide an advance, allowance or reimbursement to an Officer or employee for business expenses that are not substantiated in accordance with this policy. Importantly, IPS shall provide notice to its Officers and employees that the requirement set forth in this subsection is necessary to ensure that its reimbursement and other expense allowance arrangement may retain its classification as an accountable plan and satisfy IRC requirements.²⁸
- (b) In the event that an amount is paid to an IPS Officer or employee that fails to conform to the arrangement set forth above, IPS shall report the amount as income to the Officer or employee.²⁹
- (c) IPS shall apply the requirements of this section to any business expense incurred by an Officer or employee regardless of mode of transaction, including through the use of IPS's charge or revolving credit accounts.

Sec. 5. TRAINING AND UPDATES.³⁰

The Chief Financial Officer ("CFO") or designee shall properly train or ensure training is provided to IPS Officers and employees on the requirements of this policy and any administrative procedures adopted to implement this policy. Additionally, the CFO or designee shall keep IPS

²⁴ 26 CFR § 1.132-6(d)(2)(i)(B)-(C).

²⁵ 26 CFR § 1.132-6(d)(2)(i)(C).

²⁶ 26 U.S.C. § 132(e)(2).

²⁷ IRS Publication 15-B.

²⁸ 26 CFR § 1.62-2(c)(2).

²⁹ 26 U.S.C. §§ 62(c) and 274(d), 26 CFR § 1.62-2(h)(2)(i)(A).

³⁰ 2 CFR § 200.303(a), U.S. Government Accountability Office *Standards for Internal Control in the Federal Government*, 4.02 and 4.05.

Officers and employees informed of any changes to this policy and related requirements.

Sec. 6. ADMINISTRATIVE PROCEDURES.

The CEO and/or CFO shall formally adopt administrative procedures as reasonably necessary to properly administer this policy and to adhere to applicable law and rule. In doing so, the CEO and/or CFO shall not adopt, and are prohibited from adopting, an administrative procedure that conflicts with applicable law or this policy. Accordingly, the CEO and/or CFO shall confer with the Board or legal counsel before deviating from the requirements set forth in this policy. In the event that a deviation from this policy becomes necessary, the CEO and/or CFO shall either recommend an amendment to this policy or the Board's approval of a specific deviation, including the purpose, scope and duration of the requested deviation.

Sec. 7. DATE ADOPTED AND EFFECTIVE.

As set forth in the pertinent minutes to the meeting of the Board, the Board adopted this policy on January 15, 2021 and it became effective on January 15, 2021.

Sec. 8. RETENTION.

This policy shall be retained until superseded, expired or discontinued and for five years thereafter.

Sec. 9. CERTIFICATION.

The Undersigned, being the Secretary of IPS, hereby certifies that the foregoing represents a true copy of the Board Policy relating to the Accountable Plan, as originally adopted by the Board on January 15, 2021 which Policy is in full force and effect and has not been revoked or amended.

DocuSigned by:

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Ryan Vaughan, Secretary

Date: January 15, 2021