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GREENWICH BOARD OF ETHICS

Minutes of Regular Meeting on February 2nd, 2021

Members Present: Paul de Bary, Chair, Rev. Stephanie Johnson, John Margenot, Robert Sisca and Robert Grele (as indicated)

Members Absent:

Others Present: Lauren Rabin, Jill Oberlander, Aamina Ahmad, Jennifer Cohen

The Chair called the meeting to order at 5:36 P.M. via Internet and telephone conference using the Town's Zoom license. He noted that a quorum was present and that the agenda for the meeting had been provided to all the members, posted online and posted in Town Hall in accordance with Freedom of Information Act requirements. The Chair reported that there had been no requests from members of the general republic to attend the meeting and noted that, with only members of the Board, Town officials and a Board volunteer present, Robert's Rules of Order would be suspended in the interest of efficiency, subject to being reinstated in the interest of an orderly discussion.

The Chair had previously distributed drafts of the minutes of Board's meetings on September 15th and December 8th, 2020 to each of the members. After review, there were no revisions requested to the draft minutes. Upon motion made by Mr. Sisca and seconded by Mr. Margenot, the minutes of the September 15th and December 8th, 2020 meetings of the Board were approved in the form attached to these minutes as Exhibit A.

The Chair then reported that Rev. Johnson's appointment to the Board had been approved by the RTM at its January 17th meeting and the members formally welcomed her to the Board. The Chair also reported that Rev. Johnson had recently been asked to lead a special project for her Bishop and had asked to defer serving as the Secretary for the Board. He asked the members of the Board to consider who might be best to serve in this role.

The next item on the agenda was a project to update the Board's pages on the Town website. He introduced Ms. Cohen, who had volunteered to assist in this project. Ms. Cohen has been a long term resident of the Town. She was a local attorney for many years and then changed careers. She received a degree from Yale Divinity School and has taught ethics at Norwalk Community College while also lecturing and obtaining a degree from Columbia University in bio-ethics. She has a long history of volunteer involvement with local charitable organizations and is currently a member of the Medical Ethics Committee for Greenwich Hospital.

Ms. Cohen described the current FAQ's on the Board's web pages and suggested several revisions based on her review and reading the Board's more recent opinions and decisions. The members of the Board expressed deep appreciation for Ms. Cohen's expertise

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and opinions and the Chair indicated that he would work with Ms. Cohen and the it Department to develop a revised set of FAQ's for the Board to consider.

The Board then reviewed the status of proposed technical amendments to the Code of Ethics to authorize the initiation of an on-line filing system for Ethics Disclosure Reports. The Chair indicated that a revised draft had been circulated that contained revisions to the previous draft based on items raised by Selectman Oberlander. A copy is attached as Exhibit B. The revised draft increased the current threshold for reporting from \$100 to \$200 as well as authorizing the Board to make further adjustments to the threshold in the future. The revisions would provide a better idea to the RTM members of the size of the increases that might be contemplated. Ms. Ahmad indicated that the revised draft had been reviewed by the Law Department. The members of the Board present expressed approval that the revised technical amendments should be considered by the Selectmen at their next meeting.

The Board then discussed the draft template that had been prepared concerning a Conflict of Interest Policy that could be adopted by Town boards, committees commissions and agencies. This was prepared in conjunction with the Director of Administrative Services and the Law Department as a means to allow Town Officers to participate in bids on Town contracts without needing to obtain an opinion from the Board of Ethics in advance, as long as they certified that they were in compliance with the policy. The Board would continue to be available to provide opinions, but would give deference to the fact that a Town Officer was in compliance with the policy and with the recommendations with respect to conflicts of interest made by independent members of the respective board, committee, commission or agency involved.

The Chair reported that the draft template and related amendments to Town purchasing policies had been discussed with Director Michalski and Ms. Ahmad at the last meeting and they were in agreement with them, but that the template had not been able to be adopted at that time due to lack of a quorum. Following discussion, motion was made by Mr. Sisca and seconded by Mr. Margenot. The Chair asked if there was any further discussion. Hearing none, the following resolution was adopted unanimously:

RESOLVED, that the safe harbor template for a Conflicts of Interest Policy for the Town's various boards, commissions, committees and agencies is hereby approved by the Board in the form attached as Exhibit B.

Following this discussion, there was no further business before the Board and the meeting was adjourned by unanimous consent at 6:43 P.M.

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Exhibit A

MINUTES OF MEETINGS HELD ON

September 15th, 2020

And

December 8th, 2020

GREENWICH BOARD OF ETHICS

Minutes of Regular Meeting on September 15th, 2020

Members Present: Paul de Bary, Chair, Robert Grele,, Secretary, John Margenot, and Robert Sisca

Members Absent: None

Others Present: John Mastracchio and Fred Camillo

The meeting was called to order in executive session at 5:30 P.M. by the Chair, who noted that a quorum was present and that the agenda for the meeting had been provided to all the members, and posted in accordance with Freedom of Information Act requirements. The Chair also noted that, during the executive session, only matters permitted to be dealt with in executive session pursuant to FOIA should be discussed. Since no other persons had requested to have access to the public portion of the meeting, the persons listed as present for the meeting would also be considered a list of those present in accordance with FOIA requirements. Robert's Rules of Order were suspended in the interest of efficiency.

The purpose of the executive session was to review a report received by the Board in the form of a complaint. As the respondent was also a non-voting member of the Board, *ex officio*, it is important to note that participation by the respondent in the Executive Session was not as a member of the Board, but solely to provide information for consideration by the Board in connection with the submission it had received. It is also noted that, since the respondent waived confidentiality during the executive session, separate minutes of the executive session were not required, nor was a motion to end the executive session needed.

During the executive session, the Board considered a report that was submitted in the form attached as Exhibit B to these minutes. Although the report did not contain any specific allegation of a violation of the Code, it alleged that members of the respondent's family could "profit from" a plan proposed by the respondent. Therefore, the Board felt that it was appropriate to allow both the complainant and respondent to address the issue.

The complainant indicated that the allegation was not based on personal knowledge, but said that since the respondent's family had been involved in the refuse business in the past, the complaint had been brought to address a situation that the complainant felt provided "bad optics" for the Town. Respondent stated that neither respondent nor any family member of the respondent was currently involved in the refuse business, nor had they been for many years. They also had no financial interest in any entity that would have been affected by the various plans considered or adopted by the Town.

Therefore their only interest was their general interest as citizens of the Town. Given these assurances, the complainant agreed that the complaint should be dismissed.

After further consideration by the Board, the Chair formulated the substance of a decision in the form attached as Exhibit C, which was duly moved, seconded and unanimously approved.

A draft of the minutes of Board's meeting on June 9th, 2020 had been circulated to the members. After review, there were no further revisions requested to the draft minutes and upon motion made by Mr. Sisca and seconded by Mr. Margenot, the minutes of the June 9th, 2020 meeting of the Board were unanimously approved in the form attached to these minutes as Exhibit A.

The Chair then reported on the annual ethics filings, which are attached as Exhibit D. Only a few were received this year, which indicates the difficulties of maintaining an efficient system. The Board discussed its efforts to have technical amendments to the Code of Ethics made, so that an on-line filing system could be established.

The Board also discussed the efforts made to fill the vacancy on the Board and preliminary discussions with the Department of Administrative Services concerning the potential value of having various boards and commission adopt policies for use by their members when working on Town matters as a contractor. The Chair also discussed the Board's annual report which will contain recommendations in each of these areas.

Following this discussion, there was no further business before the Board and the meeting was adjourned by unanimous consent at 6:32 P.M.

Exhibit A

[Minutes of June 9th, 2020 meeting have been previously filed in final form and are not attached to avoid duplication]

Exhibit B

**Town of Greenwich, Connecticut
Board of Ethics**

Complaint

The Board has provided instructions for this form. Please review them carefully before submitting a complaint.

(You may submit anonymously, but the Board’s ability to investigate may be limited because it will not be able to contact you for clarification of any necessary details.)

Name of Complainant (optional): John Mastracchio

Phone and/or email (optional): strock@hotmail.com

Address (optional): 10 Hettiefred Rd; Greenwich, CT 06831

Name of Respondent(s): Fred Camillo

Respondent Town Position(s): First Selectman

Code Section Violated (check all that apply): Section 3 Section 4 Section 5

Concisely, but in reasonable detail, please describe the violation you are concerned about below, or attach a statement describing it. Please give complete details of any votes, actions or transactions involved and, for each Town Officer, indicate the Town Officer’s financial interest in the matter or thing of value accepted by the Town Officer which might influence the Town Officer’s behavior. Include dates, places and corroborating witnesses, documents, photographs or other direct evidence of the facts, if any. Please attach additional sheets if necessary.

I’ve been concerned about the radical change to the Town’s waste removal policies. Initially the First Selectman proposed a plan that would require residents to purchase special garbage bags from specific trash disposal companies (Pay as You Throw). This seemed to be a conflict of interest, since I’ve been told that the First Selectman’s family is in that very same business, and would profit from the plan. Since nobody has asked the question, I’d like to know if such a conflict exists, and did the First Selectman file the necessary declarations with the legal department.

Exhibit C

Decision No. 21-01

Date: 09/15/2020

Topics: Substantial Financial Interest, Town Action, Sufficiency of a Complaint

Code Sections: Section 4 and Section 5

The Board of Ethics received a report concerning the activities of one of the Selectmen in connection with actions considered and taken by the Town with regard to refuse removal. Under its Statement of Procedures, the Board proceeded with a confidential investigation to determine if there was probable cause that a violation of the Code had occurred.

The first step in any such investigation is for the Board to determine whether the Board has jurisdiction over the subject matter and the person alleged to have violated the Code. The Board must then evaluate whether the report describes a specific violation of the Code by the Town Officer or Town Officers involved. In performing this preliminary review, the Board considers only the allegations contained in the report and assumes the truth and completeness of these allegations without further investigation. After this evaluation, the Board makes a finding as to whether the submission makes a complaint that should be further investigated or whether the submission should be dismissed because it fails to state a specific violation of the Code over which the Board has appropriate jurisdiction.

STATEMENT OF FACTS

The report submitted to the Board expressed concern about “the radical change to the Town’s waste removal policies.” It alleged that the respondent had supported a plan that would “require residents to purchase special garbage bags from specific trash disposal companies (Pay as You Throw).” The report indicated that this seemed to be a conflict of interest “since I’ve been told” that the respondent’s family “is in that very same business, and would profit from the plan.” The report concluded that: “Since nobody has asked the question, I’d like to know if such a conflict exists,” and asked if the respondent had filed “the necessary declarations with the legal department.”

Although the report did not contain specifics as to how the respondent had attempted to influence the process, it indicated that it was a complaint under Section 4 of the Code, which prohibits attempting to influence “Town actions” in which a Town Officer has a financial interest. If the Selectman’s family would profit from the Town action,

Section 4 of the Code would prohibit attempting to influence the action. Therefore, the Board considered it appropriate to obtain additional information before making a final decision as to whether the report met the requirements for a complaint under the Code of Ethics.

Both the complainant and the respondent agreed to cooperate and to appear before the Board in executive session at its next regular meeting. At the meeting, the complainant was asked to provide any additional information that would show how the respondent or the respondent's family would "profit from" any of the recent plans that had been considered or implemented by the Town with regard to refuse disposal services. Complainant said that he was not aware of any specific situation, but had heard many rumors. The report had been submitted, complainant said, because the "optics" were not good, since the respondent and respondent's family had been previously associated with the refuse disposal business and one of the first initiatives that respondent had been associated with as a Town Officer involved that business.

Respondent acknowledged being associated with the refuse hauling business many years ago and indicated that respondent was the last family member associated with the business when the remaining operations were sold in 2002. Respondent had also been involved with a local recycling company until 2011, although employed at that time as a full time teacher. Thus, for many years, neither respondent nor any family member has been involved in the refuse business. Nor have they had any financial interest in any company that would have provided bags under the "pay-as-you-throw" plan. Respondent was, however, aware that Greenwich is unique among surrounding municipalities in not charging a tipping fee to waste haulers. Whatever the reason, the quantity of refuse generated by the community is high and the question of how to best manage the process and fairly allocate the cost was an issue that the respondent felt was important to address.

Initially, respondent had considered a "pay-as-you-throw" system to have advantages because it would allocate cost based on the quantity of refuse produced at the source and could encourage conservation. Local refuse haulers had not been receptive to the idea, however, because they believed it was unduly cumbersome. In addition, it appeared that there was only one source for the bags necessary to support the system. As a result, the respondent ultimately came to support a system that charged residents an annual fee to use the Town facility and charged a tipping fee to the haulers. This system has been adopted and respondent indicated that it appears to be working well, although some residents have been disappointed with increases in their service fees as a result of haulers passing through the cost of the tipping fee to their customers.

After respondent provided this information, the Board asked the complainant if there was any other information that complainant wished to provide as to a specific violation of the Code by the respondent. Although complainant continued to feel that the "optics did not look good," complainant agreed that there was no reason why the Board should not dismiss the complaint.

FINDINGS

The Board has carefully reviewed the complainant's report and made inquiries with both the complainant and respondent regarding the circumstances. Based on this review, the Board has determined that the report should be dismissed, since it does not allege facts supporting the conclusion that a violation of the Code of Ethics has occurred. Accordingly, the report did not qualify as a complaint that should be investigated under the Code.

Exhibit D

Annual Ethics Filings

Adopted 9-11-18

**Board of Ethics
Town of Greenwich, Connecticut**

Annual Disclosure Form for Town Officers

Section 2.9 of the Town Code of Ethics requires all Town Officers to file a written statement disclosing under oath any substantial interest in transactions with the Town. Such statements are to be filed in each year that a Town Officer has a financial interest in one or more transactions totaling \$100 or more. Such statement is to be provided in the following form and is to be filed in the office of the Town Clerk within thirty days after the end of the fiscal year. For this purpose:
(1) a Town Officer includes any official, employee or agent of the Town, any consultant to the Town or any member of any board, department, commission, committee, legislative body or other agency of the Town, whether elected or appointed, and
(2) a transaction includes the offer, sale or furnishing of any real or personal property, material, supplies or services to the Town for valuable consideration, directly as a vendor or prime contractor, or indirectly as a subcontractor, beneficial owner, family member or otherwise, but does not include services as a Town Officer.

Name: John R. Conte Jr.

Town Office: Architectural Review Committee Member

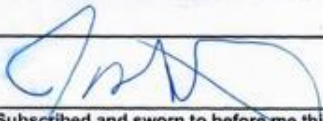
Nature of Substantial Financial Interest:

(Describe direct interest, such as owner, partner or shareholder or indirect interest, such as sub-contractor, employee or family member) Persons must file a separate form for their separate interests in unrelated transactions. An interest in a transaction or series of related transactions having a total value of less than \$100 is not required to be reported.)

Value of Interest: \$ 0.00
(No filing is necessary if this amount is less than \$100)

Transaction or Transactions:
(Provide the date or dates and other appropriate information to identify each transaction, including the name of any Town vendor, contractor or other person affected. Attach additional sheets if necessary.)

Submitted RFPs for town projects

Signature: 

Subscribed and sworn to before me this 14 day of July 2020

Notary Public Robin L. Hopkins

Robin L. Hopkins
Notary Public, State of Connecticut
My Commission Expires Sept. 30, 2024

JUL 24 2020

**Board of Ethics
Town of Greenwich, Connecticut**

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(2) a transaction includes the offer, sale or furnishing of any real or personal property, material, supplies or services to the Town for valuable consideration, directly as a vendor or prime contractor, or indirectly as a subcontractor, beneficial owner, family member or otherwise, but does not include services as a Town Officer.

Name: THOMAS J. BYRNE

Town Office: RTM MEMBER

Nature of Substantial Financial Interest:
(Describe direct interest, such as owner, partner or shareholder or indirect interest, such as sub-contractor, employee or family member) Persons must file a separate form for their separate interests in unrelated transactions. An interest in a transaction or series of related transactions having a total value of less than \$100 is not required to be reported.)

SPORTS OFFICIAL AT TOWN MIDDLE SCHOOL
SOCCER + BASKETBALL GAMES

Value of Interest: \$ 0-700
(No filing is necessary if this amount is less than \$100)

Transaction or Transactions:
(Provide the date or dates and other appropriate information to identify each transaction, including the name of any Town vendor, contractor or other person affected. Attach additional sheets if necessary.)

FALL 2019 - SOCCER + BASKETBALL
WINTER 2020 MIDDLE SCHOOL GAMES

Signature: Thomas J. Byrne 7-20-20
Subscribed and sworn to before me this ___ day of ___ 201_.

Notary Public _____

BANKS + TOWN HALL CLOSED - NO ACCESS TO NOTARY

**Board of Ethics
Town of Greenwich, Connecticut**

Annual Disclosure Form for Town Officers

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(1) a Town Officer includes any official, employee or agent of the Town, any consultant to the Town or any member of any board, department, commission, committee, legislative body or other agency of the Town, whether elected or appointed, and
(2) a transaction includes the offer, sale or furnishing of any real or personal property, material, supplies or services to the Town for valuable consideration, directly as a vendor or prime contractor, or indirectly as a subcontractor, beneficial owner, family member or otherwise, but does not include services as a Town Officer.

Name: P. Jude Collins

Town Office: RTM (D10) and Condemnation Commission

Nature of Substantial Financial Interest:
(Describe direct interest, such as owner, partner or shareholder or indirect interest, such as sub-contractor, employee or family member) Persons must file a separate form for their separate interests in unrelated transactions. An interest in a transaction or series of related transactions having a total value of less than \$100 is not required to be reported.)

Two sons have part time employment with Town

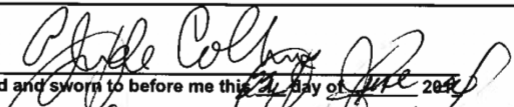
Value of Interest: \$ \$400.00
(No filing is necessary if this amount is less than \$100)

Transaction or Transactions:
(Provide the date or dates and other appropriate information to identify each transaction, including the name of any Town vendor, contractor or other person affected. Attach additional sheets if necessary.)

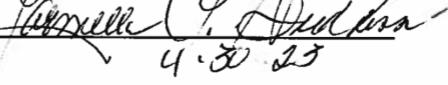
Christopher Collins - Town Hockey Ref - Parks Dept

Quinn Collins - Town Hockey Ref - Parks Dept

Their total salary was less than \$400

Signature: 

Subscribed and sworn to before me this 21 day of June 2019

Notary Public 
4-30-23

GREENWICH BOARD OF ETHICS

Minutes of Regular Meeting on December 8, 2020

Members Present: Paul de Bary, Chair and Secretary for the meeting and Robert Sisca

Members Absent: Robert Grele, John Margenot

Others Present: Rev. Stephanie Johnson, Selectmen Lauren Rabin and Jill Oberlander, Renata Michalski, Director of Purchasing & Administrative Services, Aamina Ahmad, Department of Law, Jenny Larkin, IT Department and Zoom Co-host and William Weiss, a member of the Board of Ethics of Weston CT, who had asked to observe the meeting.

The meeting was called to order at 5:38 P.M. by the Chair, who noted that the agenda for the meeting had been provided to all the members, posted online and posted in Town Hall in accordance with Freedom of Information Act requirements. As Ms. Larkin reported that she had been unable to connect Mr. Margenot to the meeting via his telephone, the Chair noted that there was not a quorum and that no official business would be able to be conducted. The Chair also noted that as a non-quorum meeting, Robert's Rules of Order would be suspended in the interest of efficiency, subject to being reinstated in the interest of an orderly discussion.

Due to the absence of a quorum, approval of the minutes of Board's meeting on September 15th, 2020 was deferred.

The Chair then reported that he had been reviewing with Director Michalski the procedures applicable to bids on Town Contracts that involve Town Officers. The Town's Purchasing Policy Manual currently provides that Town Officers must receive an opinion form the Board of Ethics before submitting a bid. In April, complications from the closure of Town Hall due to the Covid-19 pandemic resulted in some logistical difficulties relating to a bid involving members of the Architectural Review Committee and had prompted a discussion as to whether a more effective mechanism could be used.

In a number of recent advisory opinions, the Board had articulated conditions under which Town Officers could obtain the benefit of a "safe harbor" in connection with Town transactions where the Commission, Committee, Board or other Town agency they were associated with had a conflict of interest policy that provided for self-identification of potential conflicts and internal review by non-interested

parties. The Board had provided drafts of a proposed policy template and suggested revisions to the bidding procedures and forms that would permit Town Officers to certify that they were in compliance with their entity's conflict of interest policy as an alternative to being required to obtain an advisory opinion from the Board of Ethics.

The Chair asked Ms. Ahmad if she had any comments to communicate on behalf of the Department of Law for consideration with regard to the draft policy template and proposed revisions. Ms. Ahmad indicated that she had reviewed the materials and found them comprehensive and appropriate for the intended purposes. She requested some additional time to review the drafts in more detail prior to their adoption.

The Chair indicated that, as a template, the draft was only intended to be an example of what the Board felt would meet its safe harbor guidelines and that each entity would be expected to make such modifications as it felt were necessary. However, he welcomed any further input from the Department of Law. The Chair indicated that unless Ms. Michalski felt there was any urgency in adopting an approved template, it was expected that the template would be approved at its next regular meeting in February, which should give time for additional input from Ms. Ahmad or others. Ms. Michalski indicated that there was no immediate need for the template to be approved at this time.

The Chair then indicated that it would be advisable to discuss the matter of technical amendments to the Code while Selectman Oberlander was still at the meeting. The purpose of the proposed amendments was to enable the Board to implement an on-line filing system for ethics disclosure reports, since the Code currently provided only for filing hard copy reports with the Town Clerk and required the reports to be notarized, which had in practice proved to be unnecessary and burdensome. The Chair noted that, while the amendments were technical, they would still involve an amendment to the Town Charter and asked Ms. Ahmad to advise as to the procedure for Charter amendments. Ms. Ahmad indicated that Charter amendments need to be approved by the Selectmen and then forwarded to the RTM for adoption. She indicated that she would provide additional information to the Selectmen concerning the process.

Selectman Oberlander raised a question concerning the proposed amendments insofar as they contained an authorization for the Board to adopt a different threshold for reporting on-line than was applicable to paper filings. The Chair indicated that the proposed technical amendment was designed as an alternative method of filing and had been designed not to alter the existing language of the Code. However, there was room for confusion as a result. Ms. Ahmad agreed to arrange for the Department of Law to review the existing proposal and alternative

language that would amend the existing language in the Code and harmonize the requirements and the Chair agreed to provide proposed drafts to her for that purpose. Following this discussion, Selectman Oberlander left the meeting.

The Chair then reported on the status of Rev. Johnson's appointment and reported that Jennifer Paul Cohen had agreed to assist the Board as a volunteer. It was expected that Ms. Cohen would be providing recommendations concerning the content on the Board of Ethics pages on the Town website at the next Board meeting.

Following this, the Chair indicated that the members of the Board would continue in executive session and all participants other than Mr. Sisca left the meeting.

Following the executive session, the Chair reported that due to the lack of a quorum, no official action was taken at the executive session. As there was no further business before the Board and the meeting was adjourned by unanimous consent at 6:34 P.M.

Exhibit B

Proposed Technical Amendment to Code of Ethics

Section 5 of the Code of Ethics is hereby amended to read as follows:

5. DISCLOSURE OF FINANCIAL INTERESTS. (1) Any town officer having a substantial financial interest in one (1) or more transactions with the town totaling more than two hundred dollars (\$200.00) or more in the year, or such other threshold amount as may be established by the Board of Ethics from time to time, shall file a written statement disclosing his position as a town officer, the nature of his interest in each transaction and the total amount received or expected to be received from such transactions during such year. Such statements shall be filed in the office of the Town Clerk as promptly as possible after the town officer becomes aware of such interest.

(2) In lieu of filing reports as provided above, town officers may submit reports using an electronic system supervised by the Board of Ethics. Each town officer using such electronic system may be required to agree to the terms and conditions established for the use of the system. The board of ethics shall coordinate with the town clerk to ensure that appropriate details from reports made using any such system become part of the official records of the town and are made reasonably available to the citizens of the town in a manner consistent with the purposes of this Code.

(3) The Board of Ethics is authorized from time to time to evaluate the threshold for reporting provided for in this Section and to adjust to the threshold to represent an insubstantial financial interest at the time the adjustment is made, as determined by the Board of Ethics in its reasonable discretion.

EXHIBIT C



TOWN OF GREENWICH

[Full Name of Entity]

Conflict of Interest Policy

STATEMENT OF POLICY

All members and staff of the [Full Name of Entity] are expected to act in an honest and ethical manner, in good faith and in the best interests of the Town of Greenwich (the "Town"). They are expected to adhere to the standard of conduct provided for in this Policy and place the interests of the community at large ahead of their own interests or the interests of any other person or organization. Members are expected to comply with all federal state and local laws, including the Town's Code of Ethics (the "Code"). The purpose of this Policy is to help identify conflicts of interest and related party transactions and provide procedures for reporting, reviewing and monitoring them. It applies to all members and staff of the [Entity] while they are in active service and for a period of one year thereafter. For purposes of this Policy, the term members and staff refers to all members and staff of the [Entity], including alternate members, consultants, independent contractors, volunteers and agents.

STANDARD OF CONDUCT

Members and staff of the [Entity] are required to comply with the Code and any other laws and regulations applicable to their work with the [Entity]. The Code identifies personal financial interests as those financial interests that are financial in nature, more than nominal and not common to the other citizens of the Town. They include direct and indirect interests, such as interests of relatives, employers, subcontractors and business associates.

To better identify, review and monitor personal interests, the [Entity] has adopted the following procedures:

1. Whenever a member or staff the [Entity], or a person who is a member of their family, has a potential or existing personal financial interest greater than \$100 in any [Entity] action or in any transaction with the Town, it is to be reported to the [Entity]. On terms generally applicable to all residents of the Town, the following are *not* considered a "transaction" for this purpose: (i) payment of Town taxes and routine assessments, (ii) payment of fees for ordinary Town services, (iii) payment of fines minor fines and penalties or (iv) obtaining routine, memberships, passes permits and licenses to participate in Town activities

that are broadly available to the general public.

2. The report should be filed promptly whenever a member or staff person becomes aware that they, or any relative or business entity they are involved with, may be considered to have a current or future personal financial interest in:

- a. a contract or other formal transaction with the Town,
- b. any action to be considered or taken by the [Entity] or
- c. any action to be considered or taken by another Town entity that the [Entity] or any staff member of the [Entity] may have a role in considering, recommending, adopting or implementing.

3. Any member or staff of the [Entity] who is aware of a personal financial interest on the part of another member or staff of the [Entity] that has not been reported within a reasonable period of time by the party or parties concerned has an obligation to make reasonable efforts to ensure that such a report is filed and for that purpose may report the interest even though it is not personal to them.

4. Each such report is to be sent to the [Responsible Person] in writing and delivered by hand, or sent by regular mail, email or other reliable form of communication. Receipt must be acknowledged by the [Responsible Person] and a copy sent to each member of the [Entity]. The written report should make a good faith disclosure describing the financial interest of the member or staff in reasonable detail as it relates to Town transaction or action in question. It should also specify any measures that the reporting person has taken or intends to take to avoid a violation of the Code and, if the action or transaction has already occurred, such actions, if any, as may be appropriate to remediate the appearance of a conflict of interest.

5. Promptly after receipt of any such report, the [Responsible Person] will arrange for a review of the matter by a special committee consisting of members of the [Entity] who do not have a personal interest in the matter. If more than a quorum of the members of the [Entity] have such an interest, however, the [Responsible Person] will arrange for an independent review of the report by the Board of Ethics.

6. The review of any such report by a special committee shall consider the manner in which the reported interest might tend to influence or appear to influence the actions of the [Entity] or staff or the actions of, or supervision by, Town personnel or Town entities that have continuing contacts with the [Entity]. A record of the review is to be made and reflect the following:

- a. Where the interest described in a notice relates to a Town transaction or action that neither the [Entity] or any Town personnel or Town entities that have continuing contacts with the [Entity] will have any involvement in, the special committee reviewing the matter need take no further action than to obtain written confirmation that all appropriate persons have assumed responsibility for the filing of any necessary disclosure forms required by the Code.

b. Where the interest described in the notice relates to a Town transaction that the [Entity] has or may have involvement with, or where the transaction is subject to review or supervision by Town personnel or Town entities that have continuing contacts with the [Entity], the record of review by the special committee is to describe the interest, how the interest might influence or affect the persons involved and what alternatives may be available to the interested parties to avoid the appearance of a conflict. The report shall recommend such actions, if any, as the special committee may deem appropriate to avoid the appearance of improper influence and to monitor the transaction to ensure compliance with the Code. This may include recommending that the individual(s) involved seek an advisory opinion from the Board of Ethics.

c. Where the interest described in the notice relates to an interest in one or more future actions to be taken by the [Entity], the record of review by the special committee shall confirm that appropriate steps have been taken to avoid discussions of the matter that might improperly influence the [Entity]'s action and the participation by any interested person in any vote on the matter.

d. Where the special committee reviewing the matter considers that the person having an interest in the matter also has special information or circumstances that are appropriate to be considered by the [Entity] in its deliberations on the matter, it may recommend means for such information to be provided in a manner that informs, but does not influence, the action to be taken.

Any member or staff that becomes aware of a financial interest (whether or not it is his or her own interest) must take steps to ensure that the matter is dealt with in a transparent and impartial manner. This includes making sure that all persons needing to be aware of the conflict are informed of it and instructed not to discuss the matter with the affected person or provide information about the matter to the affected person, except as expressly provided for by this policy. Any person having a financial interest in a matter must, unless otherwise expressly approved by action of a special committee, refrain from: (1) any discussion of the matter with other members and staff, (2) making any recommendation related to the matter, and (3) from voting on the matter. During the period where a reported interest is under review by a special committee, interested persons will only be informed of a final decision and not of the ongoing status of the review, particular member's positions or how they vote. In addition, consideration should be given to disclosing relevant related party transactions the [Entity]'s annual report to the Town.

FINANCIAL INTERESTS

A financial conflict of interest can arise whenever a person or a member of their family has, or in the future may reasonably expect to have, directly or indirectly, a financial interest in (i) a transaction, agreement or any other arrangement in which the Town or any affiliate of the Town participates or (ii) a recommendation, approval or authorization to be voted or otherwise formally acted on by the [Entity] or with respect to which the [Entity] provides advice, makes a recommendation or otherwise assists another Town entity in connection with a recommendation, approval or authorization to be voted or otherwise formally acted on by that entity. For purposes of this policy, a family member includes any

person that, by birth, marriage, adoption or other arrangement, an individual now or in the future may, by legal obligation or reasonable expectation, receive from or provide material support, shelter or other financial assistance. Without suggesting that the following list is all inclusive, financial interests may include:

1. An ownership interest as a principal, general or limited partner or shareholder of an entity or business operation;
2. An interest in a business or other organization (including not-for-profit organizations), as a current, prior or expected future employee of the business or organization;
3. A manager's interest in the success or survival of a business or other organization as a manager or director, whether or not such position is compensated for;
4. A success-based compensation or bonus expectation;
5. A grant, scholarship or subsidy arrangement;
6. A profit sharing, royalty arrangement or other financial compensation arrangement;
7. A arrangement, ownership position or other similar interest in or affiliation with any entity or individual that: (i) sells goods or services to the Town or purchases goods, materials or services from the Town; (ii) competes with the Town for funding or recognition or advocates policies divergent from Town interests; (iii) is applying for an approval, waiver, clearance, authorization or recommendation from the [Entity], a staff member of the [Entity] or another Town entity that is assisted by the [Entity] with regard to the matter in question, or (iv) has, or is contemplating, a business transaction or other financial arrangement with the Town;
8. A financial interest in any property or other rights in which the Town has, or is likely to have, an interest;
9. A financial interest in an opportunity related to the activities of the Town that is available to the Town, unless the Town has made a formal decision that it will not pursue that opportunity; or
10. An indebtedness to a person or entity who has an involvement with the Town.

A financial interest can also arise, when an individual has the ability to use the authority, confidential information or assets under control of the [Entity], to personal financial advantage or for an improper or illegal purpose or has been offered or accepted any gift, entertainment, or other favor where such gift might create the appearance of influence.

Members and staff should periodically review their financial and employment matters to ensure that any changes to them that creates an potential financial interest in a Town transaction or action is properly reported. In order to facilitate such review, the

[Responsible Person] may circulate periodic reminders, including checklists, which may also be provided to persons applying for [Entity] positions.

RECORDS

The reports made under this policy, the minutes of any meeting of any special committee reviewing such report and a record of the findings and recommendations of such special committee shall be documented contemporaneously and reflect the name of the interested person, the nature of the conflict, and relevant details of the deliberations (such as documents reviewed, alternatives considered, comparative costs or bids, market value information and other factors considered in deliberations) and any ongoing procedures to manage any potential or perceived conflict that are approved. Where appropriate, a special committee shall require periodic reports to be made to the [Entity] concerning the status of any ongoing transaction that has been reviewed and copies of such reports shall be maintained as part of the documentation provided for in this policy.

Interested persons may only be informed of the final findings and recommendations. They may not be advised of the ongoing status of the review, or of any particular member's positions or how they vote. In addition, consideration should be given to disclosing relevant related party transactions in the [Entity]'s annual report to the Town.

COMPLIANCE

The [Responsible Person] will provide a copy of this policy to all members and staff of the [Entity] and will be responsible to provide all new members and staff of the [Entity] with a copy of this policy at the commencement of their service for the [Entity].

If the [Entity] has reasonable cause to believe that a member or staff has failed to comply with this Policy, it may make such further investigation as may be warranted in the circumstances and if it determines that there has been an intentional failure to comply with this Policy, it may submit a complaint to the Board of Ethics.

This Conflict of Interest Policy was adopted by the [Entity] on _____, 202_. At such time, a copy of this policy was provided to and acknowledged by all members and staff.

**BOARD OF ETHICS OF THE TOWN OF GREENWICH
RECORD OF VOTES BY THE BOARD**

DATE: FEBRUARY 2ND , 2021

**MOTION/RESOLUTION: (1) TO APPROVE ADOPTION OF FINAL
MINUTES FOR THE**

Member	Yea	Nay	Abstain	Absent
Paul de Bary	x			
Robert Grele				x
Rev. Carol Bloom	x			
John Margenot	x			
Robert Sisca	x			

**BOARD OF ETHICS OF THE TOWN OF GREENWICH
RECORD OF VOTES BY THE BOARD**

DATE: FEBRUARY 2ND , 2021

**MOTION/RESOLUTION: (2) TO ADOPT A TEMPLATE FOR
CONFLICT OF INTERESTS POLICIES FOR USE BY TOWN
BOARDS, COMMISSIONS, COMMITTEES AND OTHER
AGENCIES.**

Member	Yea	Nay	Abstain	Absent
Paul de Bary	x			
Robert Grele				x
Rev. Carol Bloom	x			
John Margenot	x			
Robert Sisca	x			

**BOARD OF ETHICS OF THE TOWN OF GREENWICH
RECORD OF VOTES BY THE BOARD**

DATE: FEBRUARY 2ND , 2021

**MOTION/RESOLUTION: (2) TO ENTER EXECUTIVE SESSION
TO CONSIDER A REPORT OF A POSSIBLE VIOLATION OF THE
CODE OF ETHICS.**

Member	Yea	Nay	Abstain	Absent
Paul de Bary	x			
Robert Grele				x
Rev. Carol Bloom	x			
John Margenot	x			
Robert Sisca	x			