

## **GREENWICH BOARD OF ETHICS**

### **Minutes of Special Meeting on May 3rd, 2017**

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

**Members Absent:** Rev. Ian Jeremiah

**Others Present:** Steven Katz, Vice Chair, Commission on Aging

The meeting was called to order at 5:38 P.M. by the Chair, who noted that a quorum was present and that a notice of the special meeting had been provided to all the members, posted online and posted in Town Hall in accordance with Freedom of Information Act requirements. As a special meeting, the Chair advised that only items on the agenda would be considered.

The first item on the agenda was the approval of the minutes of the April 11<sup>th</sup> meeting of the Board. All of the members had received copies of the minutes and indicated that they had found the minutes of the non-executive session portions of the meeting in proper form. Because Mr. Sisca had recused himself from participating in the matters discussed in the executive sessions, the minutes of the Executive Session would be considered later during the continuation of the related preliminary investigations. Thereupon, on motion made by Mr. Margenot and seconded by Mr. Sisca, the minutes of the non-executive session portions of the special meeting held on April 11<sup>th</sup>, 2017 were unanimously approved in the form attached as Exhibit A.

The next item on the agenda was consideration of Mr. Katz's request for an advisory opinion. The Chair distributed a draft summary of facts and issues to the members relating to the advisory opinion request. He also indicated that he had had discussions concerning some of the statutory and contract issues involved with members of the Town Attorney's office, which were ongoing. The Board then went over the description of the fact pattern with Mr. Katz. Mr. Katz advised the Board that he had already sent a written notice to the Chair of the Commission on Aging advising of his interest in the RFP as described in the request of r advisory opinion and had asked that it be distributed to all the members of the Commission with the request not to discuss any matters relating to Nathaniel Witherell with him. The Board further discussed the timing of the opinion and of a separate opinion that had been requested by the Chair of the Commission on Aging with Mr. Katz on broader issues relating to the Commission.

It was agreed that a set of safe harbor guidelines would be useful as part of the broader request from the Commission and that an effort should be made to reflect those guidelines in responding to Mr. Katz' initial request. Mr. Sisca agreed to form a working group with the Chair in an effort to produce a draft opinion reflecting the matters

discussed at the meeting for distribution to the other members by May 8<sup>th</sup>, with the expectation that the Board would schedule a Special Meeting for May 9<sup>th</sup> to approve the final form of the advisory opinion.

Following this discussion, there was no further business before the Board and the meeting was adjourned by unanimous consent at 7:12 P.M.

## **EXHIBIT A**

### **GREENWICH BOARD OF ETHICS**

#### **Minutes of Regular Meeting on April 11, 2017**

**Members Present:** Paul de Bary, Chair, Robert Grele, Acting Secretary, Rev. Ian Jeremiah, John Margenot, and Robert Sisca (partial as indicated)

**Members Absent:** None

**Also Present:** Steven Katz, Vice Chair, Commission on Aging (partial as indicated)

The meeting was called to order at 5:35 P.M. by the Chair, who noted that a quorum was present and that the agenda for the meeting had been provided to all of the members, posted online and posted in Town Hall in accordance with Freedom of Information Act requirements.

The Chair then noted that he had forwarded information concerning the annual SNAC workshop to each of the members and encouraged them to attend.

The next item on the agenda was an executive session to continue the preliminary investigation of the complaint that the board had received at its last meeting. Accordingly, the Board went into executive session.

At the conclusion of the executive session, the Chair announced that the Board had completed its preliminary investigation of the complaint reviewed at its last meeting and found that there was not sufficient evidence available to determine that there was probable cause to believe that a violation of the Code had occurred. Accordingly, it was appropriate that the minutes of the executive sessions to consider the complaint at the last meeting and at this meeting be sealed.

Upon motion made by Mr. Grele and seconded by Mr. Sisca, the Board unanimously adopted the following resolution:

**RESOLVED:** That the minutes of the executive session of the Board at its meeting held on March 28<sup>th</sup> and the minutes of its first executive session at today's meeting be adopted and sealed and retained by the Secretary of the Board and released only upon the proper order of a court having jurisdiction over the matter issued after a showing of good cause.

The next order of business was the receipt of a request for an advisory opinion from Mr. Katz, which the Chair directed be attached to these minutes as Exhibit A. The Chair noted that Mr. Katz was present. Mr. Katz then discussed the circumstances surrounding the request with the Board. It was noted that there was a threshold issue with regard to the powers, duties and responsibilities of the Commission that the Board was seeking assistance from the Department of Law with regard to these issues. The Board would make an effort to resolve these issues and to schedule a further meeting of the Board to review the facts and issues with Mr. Katz prior to issuing its advisory opinion with respect to the matter. At this point, Mr. Katz left the meeting.

Mr. Sisca then left the meeting.

The Chair then reported that next issue on the agenda was the continuation of the Board's preliminary investigation with respect to a submission that was determined to meet the requirements of a complaint at its meeting on December 13<sup>th</sup>, 2016. The Board had identified two respondents as a result of its review of the complaint. In the course of its preliminary investigation the Board had determined that it was most appropriate to deal with each respondent separately. Accordingly, the Chair had scheduled separate executive sessions to continue the preliminary investigations against each respondent.

The Board then went into a second executive session to continue the preliminary investigation into the allegations as they related to the first respondent.

Upon the conclusion of the second executive session the Board went into a third executive session to continue the preliminary investigation into the allegations as they related to the second respondent.

Upon the conclusion of the third executive session, the next order of business was the adoption of minutes of the Board's previous meetings. Drafts of the minutes of the Board's meetings in executive session on December 13<sup>th</sup>, 2016, and February 5<sup>th</sup>, February 23<sup>rd</sup> and March 28<sup>th</sup>, 2017 and of the Special Meeting held on March 28<sup>th</sup> had been distributed by the members. The Chair requested any comments on the minutes. After review, there were no further revisions requested to the draft minutes and upon motion made by Mr. Grele and seconded by Mr. Margenot, the minutes of the Board's meetings in executive session on December 13<sup>th</sup>, 2016, February 5<sup>th</sup>, February 23<sup>rd</sup> and March 28<sup>th</sup>, 2017, and of the Special Meeting held on March 28<sup>th</sup>, 2017 were approved. Attached to these minutes as Exhibits M1 is a copy of the March 28<sup>th</sup>, 2017 Special Meeting minutes.

There being no further business before the Board the meeting was adjourned by unanimous consent at 6:45 P.M.

Robert F. Grele

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

**Request for Advisory Opinion**

*Section 2.12(b) of the Town Code of Ethics requires the Board of Ethics to render advisory opinions with respect to the Code of Ethics upon the written request of any Town Officer. For this purpose, 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.*

**Name: Steven Katz**

**Town Office: Vice-Chairman Greenwich Commission on Aging**

**Request on Behalf of Another: Yes      No      X**

*(The Board's policy is to render advisory opinions that do not name the individual requesting the opinion. However, the Connecticut Freedom of Information Act requires all filings with the Board to be made available to the general public upon request. One Town Officer may file a request on behalf of another Town Officer.)*

**Please attach a statement describing the issues involved concisely, but in reasonable detail. For issues of the following types, please describe:**

**(1) Substantial financial interest in one or more transactions:**

*(Please note that a transaction or series of transactions having an aggregate value under \$100 per year is not reportable under the Code.)*

- a. The interest or interests involved
- b. How the Town is involved in the transaction or actions relating to the interest
- c. The nature of the action or vote that may be influenced
- d. How the Town Official involved might be influenced

**(2) Acceptance of a thing of value:**

*(Please indicate if member of immediate family is involved.)*

- a. The gift, favor, loan, promise or other thing that might be accepted
- b. The official duty or duties that might be influenced
- c. How the Town Official involved might be influenced

**(3) Definitions or interpretation**

- a. The word or phrase in the Code that is ambiguous
- b. The circumstances under which it might be ambiguous
- c. Possible alternative interpretations

**(4) Procedure for filing disclosure statements:**

- a. Requirement in question
- b. Possible alternatives for satisfying requirement
- c. Problems affecting compliance

I am the Vice-Chair for the Commission of Aging for the Town of Greenwich and I am seeking an Advisory Opinion from the Board of Ethics as I wish to respond for an RFP that is being put out by The Nathaniel Witherell (hereinafter referred to as TNW) in April of this year for a non-medical companion and homemaker agency to enter into a financial relationship with them to establish a companion and homecare agency under the Nathaniel brand.

Background:

I own a 100% of a local companion and homemaker agency, as well as a certified medical home health agency and a geriatric care management practice located in Greenwich which was founded in 2009 called Sterling Care (hereinafter referred to as SC). SC does not have a financial relationship with TNW at this time. SC has since its inception in 2009, been one among several companion and homemaker agencies and certified medical home health agencies that the TNW has referred its patients to. Patients receive services from SC paid for by Medicare, Medicaid, commercial insurance or privately by the patient. TNW does not pay any money to SC for any services rendered to patients referred to SC by TNW. Similarly, SC has referred patients to TNW for long term skilled nursing and rehab services as it has to other skilled nursing and rehabilitation providers in the area. Similarly, patients receive services from TNW paid for by Medicare, Medicaid, commercial insurance or privately by the patient. In both types of referrals patients always have the choice to go to any agency or facility of their choosing.

I began serving on the Commission on Aging in 2013 at the request of Peter Tesei. At that time the Commission was looking for someone to serve who had both a public health background and practical experience in healthcare. I became Vice-Chair of the Commission in 2016. I have also served in the past and currently serve on a number of Board and Charitable Organizations and in the RTM where I was past Chairman of District 9. I have attached my resume for your review.

The main function of the Commission on Aging is to advocate and education on behalf of older adults as well as provide older adults and their families with assistance and guidance so that they can live healthy high quality lives within our community. We also oversee the operations of the Greenwich Senior Center. Our work has no impact on any other town agencies or departments and we have

no oversight authority over TNW which has its own independent Board of Directors and budget. Our Board members are assigned to cover as a public observer board meetings and major senior activities and events in Town and provide very brief reports back to the Board on any new or interesting activities that affect the older adult population in town. My assignment for the past three years has been to cover the Board meetings of TNW.

TNW Board has been active in seeking out ways to increase their revenue and profitability so as lower the amount that the Town of Greenwich subsidizes their operations. One way to do this which many for-profit and non-for-profit facilities have done (including Waveny and The Osborne) has been by adding companion and homemaker services to their offering.

Issue: TNW is putting out an RFP to partner with a companion and homemaker agency who will fund and run this operation for them under their branding. I wish to respond to the RFP to have my company, SC, be considered as a potential partner for this project. Kindly advise me if there would be any violation of the Town of Greenwich Code of Ethics violation if I submitted this RFP and if I was selected entered into a transaction with the TNW. Through SC I would be putting up the initial funding for the project and the TNW would receive a royalty fee or payment based on a percentage of the net profits from this business line. I recognize that the transaction would have a value of over \$100 and would be need to be annually disclosed by me as per section 5 of the Town of Greenwich Code of Ethics.

Thank you for your advisory opinion on this matter.

With kind regards.

Steven Katz

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

**DATE: MAY 3, 2017**

**MOTION/RESOLUTION: (1) TO APPROVE THE MINUTES OF THE  
NON-EXECUTIVE SESSION AT THE APRIL 11<sup>TH</sup>, 2017 SPECIAL  
MEETING OF THE BOARD**

<b>Member</b>	<b>Yea</b>	<b>Nay</b>	<b>Abstain</b>	<b>Absent</b>
<b>Paul de Bary</b>	<b>x</b>			
<b>Robert Grele</b>	<b>x</b>			
<b>Rev. Ian Jeremiah</b>				<b>x</b>
<b>John Margenot</b>	<b>x</b>			
<b>Robert Sisca</b>	<b>x</b>			