GREENWICH BOARD OF ETHICS
Minutes of Special Meeting on November 1, 2021

Members Present: Paul de Bary, Chair, Jennifer Cohen, Acting Secretary, Rev. Stephanie Johnson,

Members Absent: Robert Grele, Robert Sisca

Others Present: Aamina Ahmad, Assistant Town Attorney
Margarita T. Alban, Chair, Planning and Zoning Commission
Jude Collins, Condemnation Committee
John Conte, Vice Chairman, Architecture Review Committee
Arthur M. Delmhorst, Planning and Zoning Board of Appeals
Richard Hein, Chairman, Architecture Review Committee
Patricia Kirkpatrick, Chair, Planning and Zoning Board of Appeals
Nicholas Macri, Secretary, Planning and Zoning Commission
Laureen Taylor
John Vecchiolla, Planning and Zoning Board of Appeals
Arnold Welles, Planning and Zoning Commission
Anne Young, Historic District Commission

The meeting was called to order at 5:01 P.M. by the Chair, who noted that a quorum would be recognized without a roll call. The Chair stated that the agenda for the meeting had been provided to all the members, posted online, and posted in Town Hall in accordance with the Freedom of Information Act requirements. In addition to invited guests, one request to participate was received prior to the meeting from an individual calling in from out of state and that request was granted and accommodated telephonically. The Chair noted that this meeting would be for the purposes of discussion only with no action items under consideration. In order to use the time of the majority of the participants in the meeting, agenda items 1 and 2, i.e. the approval of minutes for the September 14, 2021 meeting, introduction of a new member and the Election of a Secretary, were deferred until the next regular meeting of the Board of Ethics.
Prior to the Chair’s presentation regarding procedures and policies for land use agencies, the Chair provided a standard disclaimer that the Board of Ethics has no jurisdiction over state statutes and does not act as a Court. Statutes, court cases and provisions of the Code of Ethics would be discussed in general terms, members of the Board of Ethics would be expressing personal views only and would not be expressing formal opinions of the Board of Ethics.

The Chair then presented slides (included as an attachment to Minutes) and commentary regarding various aspects of the Conflict of Interest Policy approved by the Board of Ethics last February and explained the safe harbor that the Board had indicated would be granted to individuals following such if adopted by their entity. Such a proposed policy would institute a system of self-reporting of personal financial interests within Town entities.

The Chair indicated that a question had arisen as to whether the policy would be useful for land use agencies, as compared to other entities of the Town of Greenwich, because of the specific state statutes applicable to them. The statutory provisions and case law were discussed relative to the Code of Ethics and the Chair indicated that, while adoption of the policy would not entitle members of land use agencies with the same safe-harbor effect for state statutes as it would for the Code of Ethics, the requirements of State law and the Code were sufficiently similar that use of the policy should have a beneficial effect on the degree to which agencies were viewed by the Courts as being in compliance with state ethics laws.

Following the Chair’s presentation, a period of wide-ranging question and answer took place, at the conclusion of which, multiple attendees expressed appreciation for the opportunity to discuss the matter and for the Board’s efforts in establishing a workable policy for agencies to follow.

At 6:26 P.M., the land use discussion ended and a motion by the Chair for adjournment into executive session was unanimously approved. As a member of the Department of Law, Aamina Ahmad was invited to attend the executive session and all other persons except the members of the Board left the meeting.

No official action was approved at the executive session, after which there was no further business before the Board, the meeting was adjourned by unanimous consent at 6:46.
Safe Harbor Policy

- Initiated to facilitate Town procurements during pandemic

- Objective was to eliminate need for Advisory Opinions from Board of Ethics as a pre-condition to bidding on Town Projects

- Templates:
  - Delaware Corporation Law regarding related party transactions
    - Approval by entire Board of Directors
  - Sarbanes-Oxley/SEC Regulations
    - Recommendation of special committee of uninterested independent directors
  - New York State Not-for-Profit Corporation Law
How Safe Harbor Policy Works

- Establishes a policy requiring self reporting within the entity
  - Designates an individual to receive reports
  - Reports need to be specific only as to matter in question and steps taken to avoid negative appearances
- Reporting person can elect to go directly to Board of Ethics
- Independent Committee Review
  - Committee can be less than a quorum
  - Makes recommendations on how to proceed
- If there is a complaint to Board of Ethics, it will investigate whether policy was followed in good faith
- If policy followed in good faith, any recommendations will be addressed to policy rather than the individual
Benefits of Safe Harbor Policy

- Early identification of conflicts
- Entity has greater awareness of context than Board of Ethics
- Ability to establish and monitor internal controls
- Creates a record of reasonable discretion
# Ethics Provisions: Land Use Entities

<table>
<thead>
<tr>
<th>Item</th>
<th>Connecticut General Statutes</th>
<th>Code of Ethics</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>8-1 &amp; 8-11</td>
<td>7-148t</td>
</tr>
<tr>
<td>Zoning Commission &amp; Board of Appeals</td>
<td>Other Entities Exercising Land Use Powers</td>
<td>Inland &amp; Wetlands Entities</td>
</tr>
<tr>
<td>1 Service</td>
<td>Yes</td>
<td>Yes</td>
</tr>
<tr>
<td>2 Representation</td>
<td>No</td>
<td>No</td>
</tr>
<tr>
<td>3 Appearance</td>
<td>No</td>
<td>No</td>
</tr>
<tr>
<td>4 Voting</td>
<td>No+</td>
<td>No</td>
</tr>
<tr>
<td>5 Participation</td>
<td>No+</td>
<td>No</td>
</tr>
<tr>
<td>6 Discussion</td>
<td>Yes***</td>
<td>Yes***</td>
</tr>
<tr>
<td>7 Disclosure</td>
<td>Interests in matters considered</td>
<td>Interests in matters considered</td>
</tr>
</tbody>
</table>

* If no personal profit
** Permitted in limited circumstances to “inform rather than to influence” or for RTM representation of constituents
*** But may disqualify others
+ Includes “personal interests”
Which is Stricter?

Connecticut General Statutes

- Restricts “Personal” Interests
  - Defined by Courts
    - More than financial
    - Includes:
      - Family interests
      - Business and organizational ties
      - Indications of pre-determination
  - Requires reporting of interest in matter under consideration
- Restricts “participation” in “decisions”

Greenwich Code of Ethics

- Restricts “Indirect” Interests
  - Defined in Code of Ethics
    - Financial Only
    - Includes:
      - Family interests
      - Business relationships
      - Employees
  - Requires reporting of all interests in Town transactions
- Restricts “influencing” Town action