GREENWICH BOARD OF ETHICS
Minutes of Regular Meeting on December 7, 2021

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

Members Absent: Robert Grele

Others Present: None

The meeting was called to order at 5:33 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, posted online and posted in Town Hall in accordance with Freedom of Information Act requirements.

The Chair had distributed a draft of the minutes of the Board’s meeting on September 14, 2021, and the Acting Secretary had distributed a draft of the minutes of Board’s meeting on November 1, 2021. After review, there were no further revisions requested to the draft minutes. The Chair then moved for adoption and the minutes of both the September 14, and November 1, 2021, meetings of the Board were unanimously approved. The adopted final minutes are attached to these minutes as Exhibit A.

The next item on the agenda was the election of the Secretary. The Chair moved that Jennifer Paul Cohen be elected as Secretary and the motion was approved unanimously. The Chair then reviewed the role of Secretary and suggested that a meeting be scheduled with the Town Clerk to review policies and procedures. The Board also discussed the updated Member Handbook distributed to members by the Chair.

The Chair then reported on the positive feedback received from the Land Use Agencies following the Chair’s presentation of Safe Harbor policies at the meeting on November 1, 2021. Feedback from the Chairs of Planning and Zoning Commission and the Historic District Commission indicates that adoption of the Safe Harbor policies will be discussed at upcoming meetings.

The next item on the agenda was consideration of reports concerning possible violations of the Code of Ethics. Under State law and the Board’s Statement of Procedures, such considerations were required to be done confidentially until the Board makes a determination that there is probable cause to
believe that a violation of the Code has occurred. Accordingly, at 6:26 PM a motion to adjourn into executive session was unanimously approved. At 6:32 PM a motion was made to leave executive session.

The Board then reviewed the next agenda item, i.e. the proposed schedule of regular meetings for 2022. Upon agreement to a schedule, the Chair proposed that the schedule be adopted and hearing no objection the motion was adopted unanimously. The meeting schedule for 2022 is attached as Exhibit B. The Chair will file the schedule with the Town Clerk prior to the first regular meeting, but in no event later than January 31st in accordance with FOIA requirements (FOIA Section 1-225)(b), SP Section 3 (A)).

Following this discussion, there was no further business before the Board and the meeting was adjourned by unanimous consent at 6:47 P.M.
GREENWICH BOARD OF ETHICS

Minutes of Regular Meeting Held by Videoconference on September 14, 2021

Members Present: Paul de Bary, Chair, Rev. Stephanie Johnson, Robert Sisca

Members Absent: Robert Grele, John Margenot

Others Present: Jennifer Paul Cohen

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 the members, posted online and posted in Town Hall in accordance with Freedom of Information Act requirements. No requests to participate from persons other than the Board were received prior to the meeting. The Chair also noted that, with only members of the Board [and an individual requesting an Advisory Opinion] present, Robert’s Rules of Order would be suspended in the interest of efficiency, subject to being reinstituted in the interest of an orderly discussion.

The Chair had distributed a draft of the minutes of Board’s meeting on June 8th, 2021. After review, there were no revisions requested. The Chair then moved for
adoption and the minutes of the June 8th, 2021 meeting of the Board were approved in
the form attached to these minutes as Exhibit A.

The Chair then reported on the status of the Board’s membership and discussed
the Board’s annual report to the Selectmen and the RTM. A draft of the proposed report
had been circulated to the members and the members present discussed the contents of
the report and the recommendations contained in it. The Chair then thanked the members
of the Board for their input and indicated that the report would be finalized and delivered
within the week.

The next item on the agenda was consideration of reports concerning possible
violations of the Code of Ethics. Under State law and the Board’s Statement of
Procedures, such considerations were required to be done confidentially until the Board
makes a determination that there is probable cause to believe that a violation of the Code
has occurred. Accordingly, a motion to adjourn into executive session was unanimously
approved.

Following the executive session, there was no further business before the Board
and the meeting was adjourned by unanimous consent at 6:46 P.M.
Exhibit A to 9/14/21 Minutes

Minutes to the meeting held on 6/8/21 were approved in final form at a previous meeting and are not included to avoid meta-duplication.
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.
Town of Greenwich
Board of Ethics

VISUALS FOR SPECIAL MEETING ON NOVEMBER 1ST, 2021
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>
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</thead>
<tbody>
<tr>
<td></td>
<td>8-1 &amp; 8-11</td>
<td>7-148t</td>
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<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>
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<td>Yes</td>
</tr>
<tr>
<td>2 Representation</td>
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<td>No</td>
</tr>
<tr>
<td>3 Appearance</td>
<td>No</td>
<td>No</td>
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<tr>
<td>4 Voting</td>
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<tr>
<td>5 Participation</td>
<td>No+</td>
<td>No</td>
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<tr>
<td>6 Discussion</td>
<td>Yes***</td>
<td>Yes***</td>
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<tr>
<td>7 Disclosure</td>
<td>Interests in matters considered</td>
<td>Interests in matters considered</td>
</tr>
</tbody>
</table>

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* 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
Exhibit B

Town of Greenwich

Board of Ethics

Regular Meeting Schedule for 2022

The Board of Ethics has adopted the following meeting schedule for its regular meetings during the 2022 Calendar Year:

- **February 2nd, 2022**
- **April 6th, 2022**
- **June 8th, 2022**
- **September 7th, 2022**
- **December 7th, 2022**

Board of Ethics Meetings are usually held at 5:30 P.M. at Town Hall, but may be held electronically in accordance with the Board’s Statement of Procedures and Rules of Conduct. For specific information concerning the location and time of each meeting, please consult the Town Facilities Calendar. Special and emergency meetings of the Board of Ethics may be scheduled upon notice to the Town Clerk, which will be posted in accordance with the requirements of the Connecticut Freedom of Information Act. That Act requires notices for special meeting to be filed with the Town Clerk and posted on the meeting page of the Town’s website at least 24 hours before the meeting, but does not require notice of emergency meetings where the emergency is justified. Agendas for regular and special meetings are also required to be filed in the office of the Town Clerk and posted on the Board’s web site at least 24 hours in advance.

Electronic copies of agendas may be subscribed to on the Town’s website for no charge. Any person who files a written request, and agrees to pay reasonable charges as described below, will be sent copies of notices of regular and special meetings at the time they are filed with the Town.
Clerk. Any such request must specify the e-mail, fax or physical mailing address to which the copy of the notice is to be given and will be effective for one year from the date of filing. A renewal request may be filed during January of each year. The cost of this service will be: 1) for e-mail notification - $25, 2) for fax notification - $50, or 3) for 1st class mail notification - $100. Persons making such requests should enclose a valid check drawn on a solvent account and made payable to “Town of Greenwich” for the required amount with the request sent to the Town Clerk. The request should be mailed or delivered to the Town Clerk at Town Hall, 101 Field Point Road - Greenwich, CT 06830. A copy of the request should be sent to the Secretary of the Board of Ethics at the same address.
BOARD OF ETHICS OF THE TOWN OF GREENWICH
RECORD OF VOTES BY THE BOARD

DATE: DECEMBER 7, 2021

MOTION/RESOLUTION: (1)

Vote to approve minutes for September 14, and November 1, 2021, meetings

<table>
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<tr>
<th>Member</th>
<th>Yea</th>
<th>Nay</th>
<th>Abstain</th>
<th>Absent</th>
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<tr>
<td>Paul de Bary</td>
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BOARD OF ETHICS OF THE TOWN OF GREENWICH
RECORD OF VOTES BY THE BOARD

DATE: DECEMBER 7, 2021

MOTION/RESOLUTION: (2)
Vote to elect Jennifer Paul Cohen as Secretary

<table>
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<tr>
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MOTION/RESOLUTION: (3)
Vote to go into Executive Session

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

DATE: DECEMBER 7, 2021

MOTION/RESOLUTION: (4)

Vote to adopt meeting schedule for 2022

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