



## Code of Conduct and Conflict of Interest Policy

Adopted by the Board of Commissioners on 12/11/18

### Preamble

A public official must exercise his or her authority solely for the benefit of the public and, in fact, stand in a fiduciary relationship to the public. He or she is held to a most rigid standard with respect to any activity which places his or her individual interest in a position where collision with public responsibility becomes possible. Not only must public officials actually separate private interests from public responsibility, but must also give every appearance of this separation.

### Definition

Commissioner. “Commissioner” means a member of the Central Vermont Regional Planning Commission’s Board of Commissioners. Alternate Commissioners are considered “Commissioners” for purposes of this Policy.

Agent. An “Agent” is a party that has express (oral or written) or implied authority to act for the Commission so as to bring the Commission into a contractual relationship with another party. An agency is under the control (is obligated to) the Commission, and when acting within the scope of his or her authority delegated by the Commission binds the Commission with his or her acts.

Committee Member. “Committee Member” means a member of a committee formed by the Central Vermont Regional Planning Commission and under its authority via adopted Rules of Procedure. “Committee Member” also means a member of a project-based committee formed by the Commission to provide advice or recommendations to the Commission.

### Applicability

This Policy applies in the event a Commissioner, employee, agent, or Committee member (collectively as “Party”) of the Central Vermont Regional Planning Commission (Commission), whether or not the Committee member is a Commissioner:

1. has a personal or fiduciary relationship with any individual, partnership, firm or corporation seeking to contract with the Commission, or to provide materials or labor thereto;
2. has a personal or fiduciary interest in a project of the Commission or in a project before Act 250 or other regulatory board where the Commission is a party; or
3. is involved in any action or circumstance which might result in, or create the appearance of, undermining their independence or impartiality of action.

Commissioners are appointed by a municipal elected body to represent the interests of that municipality. Once appointed to the Board, Commissioners have a legal obligation to make decisions in the best interest of the Commission. A Commissioner's municipal perspective is an important part of those decisions. The Board of Commissioners has determined that Commissioners participating in discussions or decisions regarding the municipalities they represent does not constitute a conflict of interest because the Commissioner role functions in the public interest rather than a personal interest.

## **Code of Conduct**

Parties of the Commission must take all reasonable steps to avoid any action or circumstance, whether or not strictly prohibited by this code, which might result in, or create the appearance of:

1. undermining their independence or impartiality of action;
2. taking official action on the basis of unfair considerations, unrelated to the merits of the matter;
3. giving preferential treatment to any interest on the basis of unfair considerations, unrelated to the merits of the matter;
4. using public office for the advancement of personal financial interests;
5. using public office to secure special privileges or exemptions; or
6. affecting adversely the confidence of the public in the integrity of affairs of the Commission.

This Code applies whether the Party's conduct would have a positive or negative effect on the action.

Party's of both the Commission and the Commission's sub-grantees will neither solicit nor accept gratuities, favors, or anything of monetary value (excluding calendars, pens, and other nominal items) from contractors, potential contractors, or parties to sub-agreements. In these cases, the gift must be disclosed to the Commission's Executive Director, or in the case of the Executive Director, to the Commission Chair.

## **Conflict of Interest**

"Conflict of interest" means a personal or pecuniary interest of a Party. Such a conflict would arise when:

1. a Party of the Commission,
2. any member of his or her immediate family,
3. his or her partner, or
4. an organization which employs or is about to employ any of (1) through (3) above,

have a financial or other interest in or a tangible personal benefit in the outcome of any particular matter pending before the Commission, including the award of contracts and sub-contracts.

A real conflict of interest exists when a private interest exists leading to a personal benefit or gain. An apparent conflict of interest exists when there is a perception that a conflict of interest exists leading to a personal benefit or gain. An apparent conflict of interest is one in which a reasonable person would think that the individual's judgment is likely to be compromised. A conflict of interest implies only the potential for bias, not a likelihood.

## **Party Actions**

Upon joining the Commission or its committees, Parties will review and sign this Policy to indicate that they have read, understood, and agree to comply with it.

In the event a real or apparent conflict of interest, as herein defined, or a situation involving real or apparent impartiality does or would result, the Party must act as follows:

1. Prior to taking an official act or action or participating in any official act or action on the matter, publicly disclose at a public meeting or public hearing that s/he has an actual or perceived conflict of interest in the matter under consideration and disclose the nature of the actual or perceived conflict of interest.
2. Once there has been a disclosure of an actual or perceived conflict of interest, other public officers must be afforded an opportunity to ask questions or make comments about the situation.
3. A public officer who has recused himself or herself from participating in an official act or action by a public body shall not sit with the public body, deliberate with the public body, or participate in the discussions about that official act or action in any manner in his or her capacity as a public officer, though such member may still participate as a member of the public or private party, if applicable.

Employee disclosure, actions, and sanctions are governed by the Commission's Personnel Policies. Agents must disclose such interest to the Executive Director immediately, either verbally or in writing, and must not be involved further in the question of the contract issuance.

No Party of the Commission may participate in the selection, award, or administration of a contract supported by a Federal or State award if he or she has a real or apparent conflict of interest. The Commission must disclose in writing any potential conflict of interest to the Federal awarding agency or pass-through entity in accordance with applicable Federal awarding agency policy.

## **Resolving Conflicting Interests and Situations Involving Impartiality**

In the event a Commissioner or member of a Commission committee or workgroup is uncertain whether he or she has a conflict of interest in any matter or is challenged in any matter, the Board of Commissioners or the Committee or workgroup in which the Party is involved, must state for the record its position as determined by roll call vote.

The Board of Commissioners has the ultimate authority over conflict of interest and situations involving impartiality decisions for the Commission's committees and workgroups. It may negate a decision made by a committee or workgroup if it votes to override a conflict of interest decision made by those groups at the Commission's next meeting. Staff must apprise the Commission of any conflict of interest decisions made by a committee or workgroup.

The Commission's Personnel Policies govern resolution of conflict of interests regarding employees. In the event an Agent is uncertain or is challenged, the Executive Director must determine whether a conflict of interest exists.

## Sanctions

Failure of a Party to sign the Policy will result in the individual or organization being barred from voting on Commission business and/or other sanctions imposed by the Commission. If the Party has been appointed to the Board of Commissioners or a committee by a municipality, the appointee's municipality also will be notified.

If a Party subject to this Code of Conduct and Conflict of Interest Policy violates the Policy, the following sanctions will apply:

1. Commissioner. Violations of this policy by a Commissioner will result in the Commission making a written report of the violation to the governing body of the municipality the Commissioner represents. The Commission must make written report of a violation of this Policy to the governing body of the municipality the Commissioner represents. Additionally, the Commissioner may be removed temporarily or barred permanently from participating in the committee, project workgroup, or other Commission interest related to the conflict.
2. Employee. All employees are subject to the Commission's Personnel Policies. The Policies may provide additional guidance and standards for employee conduct in regards to conflicts of interest. Violations of this Policy or supplemental conflict of interest and code of conduct information in the Personnel Policies by employees will result in disciplinary actions as described in the Commission's Personnel Policies.
3. Agent. Violations of this Policy by an agent may result in removal from agent status. The Commission will document the violation in writing and maintain such documentation in the organization's files for future reference. Depending on the nature and extent of violation, an agent may be removed temporarily or barred permanently from acting on the Commission's behalf.
4. Committee Member. Violations of this Policy by a committee member may result in the committee member being removed temporarily or barred permanently from participating in the committee, project workgroup, or other Commission interest related to the conflict, or may result in the committee member being removed from the committee.

## Acknowledgement

I acknowledge that I have read, understand, and agree to comply with this Policy.

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date