

ERIE ARTS AND CULTURAL ADVISORY BOARD

Conflict of Interest Policy

ADMINISTRATIVE MANUAL

POLICY:

Erie Arts and Cultural Advisory Board (EACAB) shall adopt and comply with a Conflict of Interest Policy as set forth in the attached document entitled: ***Conflict of Interest Policy.***

PURPOSE:

ARTICLE I:

The purpose of this conflict of interest policy is to reaffirm the strong commitment of the EACAB to the highest standards of legal and ethical conduct in its public service practices and to protect the integrity of EACAB when considering entering into a transaction or arrangement that might benefit the private interests of a Member or a member of the immediate family of a Member. For purposes of this policy, immediate family is considered to include a person's spouse, life partner, parents, children, siblings, or any other person financially dependent on the Member. A Member's life partner means another person (i) with whom such person has a relationship similar to and demonstrating a financial interdependence akin to marriage, but (ii) that such person is not legally permitted to marry. This policy supplements but does not supersede applicable state and federal laws governing conflicts of interest.

DEFINITIONS

ARTICLE II:

1. Duty to EACAB

Members shall discharge the duties of their respective positions in good faith and with that degree of diligence, care and skill which ordinarily prudent persons would exercise under similar circumstances in like positions in the best interests of the integrity of EACAB and its duties to the public.

2. Interested Person

Members who have a direct or indirect financial interest, as defined below or who have a member of their immediate family who has a financial interest, are interested persons. For purposes of this policy, immediate family is considered to include a person's spouse, life partner, parents, children, siblings, or any other person financially dependent on the person. A person's life partner means another person (i) with whom such person has a relationship similar to and demonstrating a financial interdependence akin to marriage, but (ii) that such person is not legally permitted to marry.

3. Financial Interest

Person has a financial interest if the person has, directly or indirectly, through business, investment or such person's immediate family:

- a.) an ownership or investment interest in any entity before EACAB under consideration for receiving Erie County Funds; or
- b.) a compensation arrangement with any entity or individual employed by any entity before EACAB under consideration for receiving Erie County Funds; or

- c.) a potential ownership or investment interest in, or compensation arrangement with, any entity before EACAB under consideration for receiving Erie County Funds.

Compensation includes direct and indirect remuneration as well as gifts or favors that have a monetary value of \$75.00 or more.

4. **Conflict of Interest**

The term conflict of interest describes any circumstance that would cast doubt on the ability of a Member of EACAB to act with total objectivity with regard to the integrity of EACAB and the public's interest. Each Member is expected to avoid any action or involvement, which would in any way compromise his or her actions on behalf of EACAB.

PROCEDURES

ARTICLE III

1. **Duty to Disclose**

In connection with any actual or possible conflicts of interest, an interested person must disclose the existence and nature of his or her conflict of interest to the Members immediately upon becoming aware of the actual or possible conflict of interest. A possible conflict of interest includes circumstances that may appear to others to be a conflict of interest regardless of whether such circumstances actually create a conflict of interest.

2. **Determining Whether a Conflict of Interest Exists**

After disclosure of the conflict of interest, the interested person shall leave the Members while the conflict of interest is discussed and voted upon. The remaining Members shall decide if a conflict of interest exists.

3. **Procedures for Addressing the Conflict of Interest**

- a.) The Chair of EACAB shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- b.) After exercising due diligence, the remaining members of EACAB shall determine whether EACAB can obtain a more advantageous

transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

- c.) If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the remaining members of EACAB shall determine by a majority vote whether the transaction or arrangement is in EACAB's best interest and for its own benefit and whether the transaction is fair and reasonable to EACAB and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

4. Violations of the Conflict of Interest Policy

- a.) If a Member has reasonable cause to believe that another Member has failed to disclose actual or possible conflicts of interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.
- b.) If, after hearing the response of the Member, and making such further investigation as may be warranted under the circumstances, the remaining members of EACAB determine that the person has in fact failed to disclose an actual or possible conflict of interest, it shall take corrective action to maintain the integrity of EACAB.

ARTICLE IV: RECORD OF PROCEEDINGS

The minutes of EACAB meetings shall contain specific information regarding disclosures of financial interest and the consideration and disposition of matters related thereto.

1. Information Concerning Interested Persons

Meetings shall reflect the names of the persons who disclosed or otherwise were found to have an interest in connection with an actual or possible conflict of interest, the nature of the Interest, any action taken to determine whether a conflict of interest was present, and the remaining members of EACAB decision whether a conflict of interest in fact existed.

2. Information Concerning the Consideration and Resolution of Disclosed Interests

Meeting minutes shall reflect the names of the persons who are present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

ARTICLE V: CERTIFICATIONS AND STATEMENTS

2. Annual Statement

Each Member shall annually, on a date to be decided by EACAB, sign a statement in the form attached hereto as Schedule A that certifies that such person is and has been in compliance with this Conflict of Interest Policy.

3. Certification of Receipt

Each Member shall certify that he or she has received a copy of this Conflict of Interest Policy; that he or she has read and understands this Conflict of Interest Policy; and that he or she is in compliance with this Conflict of Interest Policy.

4. Certification of Charitable and Public Mission

Each Member shall certify that he or she understands that the EACAB is a Board assigned by the Erie County Executive to provide a public service to Erie County and its constituents.

5. Distribution of Policy Statement and Certification

The Chair of EACAB shall cause each Member to receive a copy of this Conflict of Interest Policy. Within 5 days after receipt of the policy the Member shall sign a Certification, in the form attached hereto as Schedule A and return it to the Chair of EACAB.

ARTICLE VI: CONFIDENTIAL AND INSIDE INFORMATION

1. Confidential Information

Information regarding EACAB that has not been made public (e.g., insider information) shall not be released by a Member to private individuals, organizations, or government bodies unless demanded by legal process such as a subpoena or court order. A Member shall not use confidential information obtained in the course of the execution of official duties for the purpose of advancing any private interest or otherwise for personal gain.

2. **Survival of Confidentiality Requirement**

After resignation or termination (whether voluntary or involuntary) a member shall continue to keep secret and retain in strictest confidence all EACAB confidential information. Nothing contained in this paragraph, however, shall be deemed to prevent the Member from gainfully utilizing his or her general knowledge, intellect, experience, and skills after separation from EACAB.

