

CONFLICT OF INTEREST POLICY

Our Agency **Conflict of Interest Policy** refers to any case where a board member or employee's personal interest might contradict the interest of the Agency they are responsible to or work. This is an unwanted circumstance as it may have heavy implications on the board member or employee's judgement and commitment to the Agency, and by extension to the realization of its mission and goals. This policy will outline the rules regarding conflict of interest and the responsibilities of board members and/or employees and the Agency in resolving any such discrepancies.

Board members and/or all employees of the Agency owe a duty of loyalty and care to the Agency and have fiduciary responsibility to always serve the best interests of the Agency above their own personal interests when conducting public business. As such, board members and employees have the responsibility to disclose any conflict of interest, including any situation that may be perceived as a conflict of interest, to the Agency board and the public. Board members and employees of the Agency are often unaware that their activities or personal interests are in conflict with the best interests of the Agency. A goal of the Agency should be to raise awareness and encourage disclosure and discussion of any circumstances that may constitute a conflict of interest.

All Board Members and employees should be provided with this Conflict of Interest Policy upon commencement of employment or appointment and required to acknowledge via signature that they have read, understand and are in compliance with the terms of the policy. Board members and employees should review on an ongoing basis circumstances that constitute a conflict of interest or the appearance of a conflict of interest, abide by this policy and seek guidance when necessary and appropriate.

This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to public authorities.

Conflicts of interest of board members and/or employees of the Agency are not uncommon due to the multitude of relationships that occur between the Agency, other governmental entities, and the private sector. The Agency, as are all other public authorities, are at risk of being improperly influenced by board members and/or employees that have personal interests that can be in conflict with the best interest of the Agency. This risk of being improperly influenced also includes those instances involving outside elected officials.

Conflicts of Interest: A conflict of interest is a situation in which the financial, familial, or personal interests of a director or employee come into actual or perceived conflict with their duties and responsibilities with the Agency. Perceived conflicts of interest are situations where there is the appearance that a board member and/or employee can personally benefit from actions or decisions made in their official capacity, or where a board member or employee may be influenced to act in a manner that does not represent the best interests of the Agency. The

perception of a conflict may occur if circumstances would suggest to a reasonable person that a board member and/or employee may have a conflict. The appearance of a conflict and an actual conflict should be treated in the same manner for the purposes of this Policy.

Board members and employees must conduct themselves at all times in a manner that avoids any appearance that they can be improperly or unduly influenced, that they could be affected by the position of or relationship with any other party, or that they are acting in violation of their public trust. While it is not possible to describe or anticipate all the circumstances that might involve a conflict of interest, a conflict of interest typically arises whenever a director or employee has or will have:

- A financial or personal interest in any person, firm, corporation or association which has or will have a transaction, agreement or any other arrangement in which the Agency participates.
- The ability to use their position, confidential information or the assets of the Agency, to their personal advantage.
- Solicited or accepted a gift of any amount under circumstances in which it could reasonably be inferred that the gift was intended to influence them, or could reasonably be expected to influence them, in the performance of their official duties or was intended as a reward for any action on their part.
- Any other circumstance that may or appear to make it difficult for the board member or employee to exercise independent judgement and properly exercise their official duties.
- Any instance of an elected official placing undue pressures on a board member or employee that influences their independent judgement, properly exercise their official duties, or forces them to not act in the best interest of the Agency.

Outside Employment of Agency's Employees: No employee may engage in outside employment if such employment interferes with their ability to properly exercise their official duties with the Agency.

PROCEDURES

Duty to Disclose: All material facts related to the conflicts of interest (including the nature of the interest and information about the conflicting transaction) shall be disclosed in good faith and in writing to the Governance Committee. Such written disclosure shall be made part of the official record of the proceedings of the Agency.

Determining Whether a Conflict of Interest Exists: The Governance Committee shall advise the individual who appears to have a conflict of interest how to proceed. The Governance Committee should seek guidance from Agency Counsel or New York State agencies, such as the Authorities Budget Office, State Inspector General or the Joint Commission on Public Ethics (JCOPE) when dealing with cases where they are unsure of what to do.

Recusal and Abstention: No board member or employee may participate in any decision or take any official action with respect to any matter requiring the exercise of discretion, including discussing the matter and voting, when they know or have reason to know that the action could

confer a direct or indirect financial or material benefit on themselves, a relative, or any organization in which there is an interest. Board members and employees must recuse themselves from deliberations, votes, or internal discussion on matters relating to any organization, entity or individual where their impartiality in the deliberation or vote might be reasonably questioned, and are prohibited from attempting to influence other board members and/or employees in the deliberation and voting on the matter.

Records of Conflicts of Interest: The minutes of the Agency's meetings during which a perceived or actual conflict of interest is disclosed or discussed shall reflect the name of the interested person, the nature of the conflict, and a description of how the conflict was resolved.

Reporting of Violations: Board members and/or all employees should promptly report any violations of this policy to their supervisor, the Executive Director, or to the Agency's Counsel in accordance with the authority's Whistleblower Policy and Procedures.

Penalties: Any director or employee that fails to comply with this policy may be penalized in the manner provided for in law, rules or regulations.

ULSTER COUNTY RESOURCE RECOVERY AGENCY

RESOLUTION NO. 2557

Re: Approval of Governance Policies

WHEREAS, the Ulster County Resource Recovery Agency (the "Agency") is subject to the Public Authorities Accountability Act, which requires and/or recommends, among other things, Board Member Orientation Checklist and Conflict of Interest Policy be adopted;

WHEREAS, the Agency Governance Committee recommends the approval of the above-described Board Member Orientation Checklist and Conflict of Interest Policy as set forth and annexed hereto and made a part hereof,

NOW, THEREFORE, BE IT

RESOLVED, that the Ulster County Resource Recovery Agency does hereby approve the Board Member Orientation Checklist and Conflict of Interest Policy annexed hereto and made a part hereof, and, be it

FURTHER RESOLVED, that this resolution shall take effect immediately.

Moved by: Charles Landi

Seconded by: Lisa Mitten

Vote: Ayes: 4

Nays: 0

Abstention: 1 (MYERS)

Date: December 27, 2021