

CITY OF STURGEON BAY
COMMUNITY PROTECTION & SERVICES COMMITTEE
Monday, April 8, 2019
8:30 a.m.
Council Chambers, City Hall – 421 Michigan Street

1. Roll call
2. Adoption of agenda
3. Consideration of: Text Amendments to Chapter 35, Code of Conduct and Chapter 36, Code of Ethics of the Municipal Code
4. Public Comment on Non-Agenda Items
5. Adjourn

NOTE: DEVIATION FROM THE AGENDA ORDER SHOWN MAY OCCUR

Notice is hereby given that a majority of the Common Council may be present at this meeting to gather information about a subject over which they have decision-making responsibility. If a quorum of the Common Council does attend, this may constitute a meeting of the Common Council and is noticed as such, although the Common Council will not take any formal action at this meeting.

Posted:
Date: 4/3/19
Time: 10:30a.m.
By: SSO

Committee: Community Protection & Services
Barbara Allmann, Chr.
Kelly Catarozoli, Vice-Chr.
Seth Wiederanders

**Door County Land Trust
Conflict of Interest Disclosure**

1. Name: _____

2. I affirm that I:

- have read and understand the Door County Land Trust Conflict of Interest Policy
- agree to comply with the policy

_____ (initial)

3. Please describe below any former or current relationships, circumstances, transactions, or positions you hold (volunteer or otherwise) that you believe creates or could create a conflict of interest, now or in the future, between the Door County Land Trust and your personal interests, financial or otherwise.

Examples of conflict of interest or potential conflicts of interest include such situations as:

- Ownership of property within or adjacent to DCLT project areas, other DCLT owned lands, or property being considered for protection by DCLT
- Ownership of property encumbered by a DCLT conservation easement
- Personal relationships with DCLT vendors or potential vendors
- Membership on other local non-profit boards that share a support base with DCLT
- Receiving compensation from DCLT for services provided

_____ I have no conflicts or potential conflicts of interest to report

I have the following conflicts of interest or potential conflicts of interest, to report:

Signed: _____ Date: _____

Title: Conflict of Interest Policy and Procedure	Efile location: P:/Adminstration and Operations/Policies and Procedures/Board of Directors/Final
Originally Adopted: November 8, 2012 Amended: November 29, 2018	

I. Purpose

The Door County Land Trust is incorporated as a non-profit entity to serve the public interest. The board, its trustees and committees, and its staff have a fiduciary duty to put the public interest above any personal interest in all decisions and actions while administering the affairs of DCLT.

The purpose of this policy is to protect DCLT's interests when it is making a decision in which persons who have an ability to influence the decision have a private interest in the outcome.

This policy is intended to supplement but not replace any applicable state or federal laws governing conflicts of interest applicable to charitable trusts.

II. Definitions

Covered persons: those individuals who have a unique position of authority or influence within DCLT or who have access to proprietary or other inside information, and those with close family or business relationships to them.

This includes:

- Members of the Board of Directors.
- Trustees of the endowment.
- Staff members.
- Committee members.
- Major donors.
- Former directors, trustees, committee members, and staff, in some cases.

Conflict of Interest: A conflict of interest between DCLT and a covered person may exist when:

- A covered person has a direct or indirect material interest, financial or otherwise, which is separate from that of DCLT, in an activity, situation or transaction in which DCLT is or may be involved.

- A covered person receives or appears to be receiving favorable treatment because of the relationship with DCLT.
- A covered person uses or appears to be using proprietary information learned in the course of DCLT business for his or her own benefit.
- A covered person engages in activities that may cause a loss of public credibility for DCLT or create a public impression of impropriety.

It is the responsibility of the board to determine whether a potential conflict of interest constitutes an actual conflict of interest.

Financial Interest: A covered person has a financial interest if the person has, directly or indirectly, through business, investment or family (including a spouse or domestic partner, or a child, sibling or parent [and the spouses of them]):

- A potential or current ownership or investment interest in any entity with which DCLT has a transaction or arrangement.
- A potential or current compensation arrangement with DCLT or with any entity or individual with which DCLT has a transaction or arrangement.

A financial interest of a covered person in a transaction does not necessarily mean that a conflict exists or that DCLT cannot complete the transaction with the covered person.

Compensation: direct and indirect remuneration, as well as gifts or favors that are not incidental.

III. Policy

DCLT shall always operate exclusively for its charitable purposes and so that no part of its net earnings inure to the benefit of any private shareholder or individual. No more than insignificant or incidental benefit shall be provided by DCLT to a private entity, including a party that is not related to the organization. Additionally, DCLT shall not provide any covered person with any benefit in excess of goods or services received by DCLT.

DCLT shall not employ, nor compensate for services, directors, trustees, committee members, their families, or their firms. In the exceptional circumstances when their special expertise is advantageous to DCLT, the Executive Committee shall approve the action in advance and a full and complete accounting of the transaction shall be maintained in the files of DCLT, documenting the rationale for the costs associated with the transaction. Any director seeking a staff position will resign the board position at the time of application for that position. Re-election to the board in the event the director is not chosen for the staff position will not occur sooner than next annual meeting of the board, and will follow the normal process for filling board vacancies.

DCLT shall only reimburse covered persons for personal expenses associated with the organization's mission, when advantageous to DCLT. Approval for such expenditures shall come from the Executive Committee, based on documentation demonstrating that it is financially and substantively advantageous to the organization to provide reimbursement.

DCLT shall not grant special privileges for use of the organization's property to covered persons.

Directors, trustees, committee members, and staff shall be governed in their decisions and activities, whether or not specifically addressed in this policy, by an overriding requirement of honesty, good faith, and fiduciary responsibility to the organization and to the community it serves.

Directors, trustees, committee members, and staff shall not:

- Accept gifts or gratuities with a value exceeding \$50 from individuals or companies doing or seeking business with DCLT.
- Attempt to act in an individual capacity, but solely act via the board or its committees and in conformance with the bylaws or applicable procedures and resolutions of DCLT.
- Use their position, or knowledge gained during their association with DCLT, for their private benefit (or the benefit of their families), nor to obtain an unfair advantage over any aspect of their dealings with DCLT.
- Share confidential information gathered by the organization: for example, funding opportunities, details of specific land transactions, personnel and financial information.

IV. Procedure

Disclosure and Determination: Acknowledgement of this policy and disclosure of conflicts or potential conflicts of interest will be submitted in writing at the beginning of each fiscal year and at any other time during the year if their situations change by all directors, trustees, voting committee members, and staff. Mid-year additions to board, trustees, committees, and staff will submit this acknowledgement and disclosure at the time they join DCLT. Disclosures will be reviewed by the Executive Committee and by committee chairs.

The board President and Executive Director are responsible for taking appropriate action when potential conflicts of interest arise in full board meetings; committee chairs are responsible for taking appropriate action when conflicts of interest arise in their committee meetings.

Any person who has reasonable cause to believe that a covered person has failed to disclose a potential or actual conflict of interest, should bring the issue to the attention of the Executive Director if the possible failure to disclose involves staff (other than the Executive Director); in all other cases, the issue may be brought to the board President. The President-Elect will handle any possible failure to disclose on the part of the President. The covered person will be given the opportunity to explain the possible failure to disclose.

The board or committee involved in a transaction will determine whether an actual conflict of interest exists when a covered person has a potential conflict of interest in the outcome of decisions regarding the transaction. The covered person will be recused during this determination.

Violations of this policy: Violations of this policy by staff other than the Executive Director will be handled by the Executive Director, according to the provisions of the Employee Handbook.

Violations by other covered persons may result in their removal from the discussion of a transaction, and from their board or committee positions. In consultation with the Executive Committee and/or legal counsel, the Executive Director (if the person in question is not the Executive Director) and board President (or President-Elect, if the person in question is the President) will determine the appropriate course of action in each such situation.

However, no person will be removed or asked to resign from a position unless a majority of the full board has approved such action based on the recommendations of the Executive Committee, and the affected person has had the opportunity to address the full board regarding the matter.

Recusal: Any covered person who has a potential or actual conflict of interest in a transaction under consideration will leave the room during discussion unless requested to provide specific information. The conflicted party will not be present for discussions or votes on such matters.

Managing transactions involving conflict of interest: When considering a transaction in which a covered person may have conflict of interest, DCLT will:

- Ensure that the transaction is consistent with DCLT's mission.
- Follow all transaction policies.
- Determine whether any alternative courses of action available would be equally advantageous to DCLT and free of conflicts of interest.
- Determine the fair market value of the transaction through appraisals, wide marketing, and competitive bids, or other means, as appropriate to the transaction.

Documentation: Disclosures of conflicts of interest will be stored at the DCLT office. Records of discussions related to conflicts of interest will be included in the relevant DCLT board and committee minutes.

The Ethics Statement of DCLT is available on the website and by request to the office. Copies of this policy are also available by request to the office.

V. Responsibility

Revision. Changes to this policy and procedure will be approved by the Board of Directors.

Review. This policy and procedure, and the organization's adherence to it, will be reviewed annually by the Governance Committee.

Approved by the Board of Directors on November 29, 2018

_____, Secretary

Door County Land Trust
Annual Conflict of Interest Disclosure

1. Name: _____

2. I affirm that I:

- have read and understand the Door County Land Trust Conflict of Interest Policy
- agree to comply with the policy

_____ (initial)

3. Please describe below any former or current relationships, circumstances, transactions, or positions you hold (volunteer or otherwise) that you believe creates or could create a conflict of interest, now or in the future, between the Door County Land Trust and your personal interests, financial or otherwise.

Examples of conflict of interest or potential conflicts of interest include such situations as:

- Ownership of property within or adjacent to DCLT project areas, other DCLT owned lands, or property being considered for protection by DCLT
- Ownership of property encumbered by a DCLT conservation easement
- Personal relationships with DCLT vendors or potential vendors
- Membership on other local non-profit boards that share a support base with DCLT
- Receiving compensation from DCLT for services provided

_____ I have no conflicts or potential conflicts of interest to report

I have the following conflicts of interest or potential conflicts of interest, to report:

Signed: _____ Date: _____