

CHITTENDEN SOLID WASTE DISTRICT  
CONFLICT OF INTEREST AND ETHICS POLICY  
FOR THE BOARD OF COMMISSIONERS AND COMMITTEE MEMBERS  
Adopted 9.27.17

WHEREAS, THE Chittenden Solid Waste District ("CSWD") Board of Commissioners has established a Conflict of Interest policy for its employees under the CSWD Personnel Rules and Regulations; and

WHEREAS, CSWD wishes to adopt a *Conflict of Interest and Ethics Policy* (the "Policy") for application to members of the CSWD Board of Commissioners, members of any CSWD committees or any advisory boards;

NOW THEREFORE, be it resolved by the CSWD Board of Commissioners that, under authority granted in 24 V.S.A. §2291(20), Article I, Section 5(y) and Article II, Section I of the CSWD Charter, CSWD hereby adopts the following Conflicts of Interest and Ethics Policy for Board Members:

**1. Purpose.** The purpose of this Conflict of Interest and Ethics Policy is to ensure that the business of CSWD will be conducted in such a way that the public trust in CSWD officials will be preserved and that decisions made by the CSWD Board of Commissioners and its committees and any advisory board are based on the Public Interest, free of conflicts of personal interest.

**2. Application.** This policy applies to all Board or Committee Members as defined below.

**3. Definitions.** For the purposes of this policy, the following definitions shall apply:

"Board" means the Board of Commissioners of CSWD.

"Board Commissioner" or "Commissioner" means a person appointed to the Board by a member municipality, including any alternate commissioner so appointed by a member municipality.

"Board or Committee Member" means a Board Commissioner and any other person serving on any CSWD committee or advisory board. For purposes of this Policy, the term shall not include any employee of CSWD, as employees are subject to a separate Conflict of Interest policy under the CSWD Personnel Rules and Regulations.

"Conflict of Interest" means an event or circumstance in which a Board or Committee Member has a substantial financial interest or personal consideration that conflicts with the interests of CSWD or the Public Interest such that there is a possible compromise or bias in the independence or objectivity of the Board or Committee Member acting in her or his capacity as a Board or Committee Member. This policy extends to Immediate Family Members of a Board or Committee Member. A Conflict of Interest may exist if an Immediate Family Member has a substantial financial interest or personal interest that conflicts with the interests of CSWD such that there is a possible compromise in the independence or objectivity of the Board or Committee Member acting in his or her capacity as a Board or Committee Member. A Conflict of Interest includes any action or decision by a Board or Committee Member in the discharge of her or his duties which would affect her or his financial interests of those of an Immediate Family Member or any business with whom such person is associated in a manner different from the manner in which it affects other members of the general public. A "Conflict of Interest" does not arise in the case of votes or decisions on matters in which the Board or Committee Member has a personal or

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financial interest in the outcome that is no greater than that of members of the general public. Examples where such a Conflict of Interest would not arise include establishment of tipping fees, solid waste management charges, location of waste management facilities, adoption of the CSWD budget, establishing fidelity bonds for CSWD officers, or similar actions.

“Immediate Family Member” means any Board or Committee Member’s spouse or domestic partner, child, parent, sibling, or any other relative who receives significant financial support from the Board or Committee Member.

“Official Act or Action” means any legislative, administrative, or act in a Quasi-judicial proceeding performed by any Board or Committee Member acting on behalf of CSWD.

“Public Body” means the Board, CSWD committees, and CSWD advisory boards.

“Public Interest” means an interest of the community as a whole, conferred generally upon all businesses and residents within CSWD and its member municipalities.

“Quasi-judicial proceeding” means a case in which the legal rights of one or more persons who are granted party status are adjudicated, which is conducted in such a way that all parties have opportunities to present evidence and to cross-examine witnesses presented by other parties, and which results in a written decision, the result of which is appealable by a party to a higher authority.

“Substantial Financial Interest” means (i) employment by, or service as a director, officer, or member of management of any business or entity regulated by CSWD or a vendor with whom CSWD has or is considering doing business or (ii) ownership of stock, or another equity interest, in any business or entity regulated by CSWD or a vendor with whom CSWD has or is considering doing business, which is (a) one percent or more of the outstanding stock, if the entity or vendor is a publicly traded company, or one percent or more of the total value of assets of the entity or vendor, if it is not publicly traded; or (b) five percent or more of the stockholder’s total net worth.

#### **4. Prohibited Conduct.**

A. Conflicts of Interest. Board or Committee Members must avoid situations where the public reasonably believes may compromise their judgment on any Official Act or Action or impair their ability to serve the Public Interest. Avoiding actual, potential, or apparent conflicts of interest is important because Board or Committee Members should act with integrity and in furtherance of the Public Interest.

In the event that a Board or Committee Member becomes aware of an actual Conflict of Interest, such Board or Committee Member shall publicly disclose such conflict to the Chair of the Board of CSWD. The Board or Committee Member shall not thereafter participate in voting in any Official Act or Action if she or he has an actual Conflict of Interest in the matter under consideration.

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B. Contracts. A Board or Committee Member shall not personally, or through any Immediate Family Member, represent, appear for, or negotiate in a private capacity on behalf of any person or organization in a cause, proceeding, application, or Quasi-judicial Proceeding pending before the Public Body. Such limitation shall not apply to a Board or Committee Member employed on a regular basis by a member municipality of CSWD in connection with a matter involving such member municipality before CSWD. The foregoing shall not apply to Board or Committee Members that are elected to serve in a member municipality, such as members of the Select board of a town or city, in a matter involving such member municipality before CSWD.

C. Gifts. A Board or Committee Member shall not solicit or accept a gift, or solicit or accept a promise of future employment to the Board or Committee Member or an Immediate Family Member, based upon any understanding or circumstance where the future action or vote of such Board or Committee Member would be reasonably be expected to be influenced thereby. A Board or Committee Member shall not accept any gift under circumstances where it can be reasonably inferred or expected that the gift was intended to influence the Board or Committee Member in the performance of her or his duties or was intended as a reward for any official action or vote.

**5. Disclosure; Recusal**

A. General. Board or Committee Members have a duty to consider all issues consistent with the statutory duties and responsibilities of CSWD and the Public Interest. Board or Committee Members must oversee the affairs of the CSWD honestly and prudently, and exercise their best care, skill and judgment for the benefit of CSWD and the Public Interest. Board or Committee Members must exercise good faith in carrying out their responsibilities and not use their position for personal benefit.

Any Board or Committee Member who in the discharge of her or his official duties as a member of the Public Body would be required to vote on a matter for which a Conflict of Interest exists shall publicly disclose the actual or potential Conflict of Interest. If the Board or Committee Member has a perceived or potential Conflict of Interest but believes that she or he is able to act fairly, objectively, and in the Public Interest, in spite of the potential conflict, he or she shall state why he or she believes that he or she is able to act in the matter fairly, objectively, and in the Public Interest. Otherwise, the Board or Committee Member shall not vote on the matter under consideration. A Board or Committee Member that recuses him or herself may, but not must, explain the basis for that decision.

B. Requests for Recusal. In the event that a Board or Committee Member reasonably believes that another Board or Committee Member has a Conflict of Interest, he or she may request that such other Board or Committee Member recuse him or herself from a matter under consideration due to a perceived Conflict of Interest.

C. Discussion. Once there has been a disclosure of an actual or perceived Conflict of Interest, other Board or Committee Members shall be afforded an opportunity to ask questions or make comments about the situation. If a previously unknown conflict is discovered during a meeting or hearing

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conducted by the Public Body, the Public Body may take evidence pertaining to the conflict and, if appropriate, adjourn to an executive session to address the conflict.

**6. Recusal Procedure.**

A Board or Committee Member who has recused himself or herself from acting for the Public Body in a particular matter or proceeding shall not sit with the Public Body, deliberate with the Public Body, or participate in that proceeding as a member of the Public Body in any Official Act or Action, though such person may still participate as a member of the public.

**7. Enforcement.**

A. Enforcement Against Board Commissioners; Progressive Consequences. In cases where a Board Commissioner has engaged in any of the prohibited conduct or has not followed the Conflict of Interest procedures in this Policy, the Board may take progressive action to discipline such Board Commissioner as follows:

1. The chair of the Board may meet informally with the Board Commissioner to discuss the possible Conflict of Interest violation. This shall not take place in situations where the chair and the Board Member together constitute a quorum of a Public Body.
2. The Board may meet to discuss the conduct of the Commissioner. Executive session may be used for such discussion in accordance with 1 V.S.A. §313(a)(4). The Board Commissioner may request that this meeting occur in public. If appropriate, the Board may admonish the offending Board Member in private. The Chair may notify the appropriate contact within the municipality of the prohibited conduct.
3. If the Board decides that further action is warranted, the Board may admonish the offending Board Commissioner at an open meeting and reflect such action in the minutes of the meeting. The Board Commissioner shall be given the opportunity to respond to the admonishment. The Chair shall notify the appropriate contact within the municipality of such admonishment of the offending Board Commissioner.
4. Upon majority vote in an open meeting, the Board may request that the offending Board Commissioner resign from her or his office.
5. Upon majority vote in an open meeting, the Board may request that the appointing member municipality take action to replace the offending Board Commissioner.

B. Enforcement Against Board or Committee Members that are not Commissioners. The Board may choose to follow any of the steps articulated in Section 7 A above. In addition to, or in lieu of any of those steps, the Board may choose to remove a Board or Committee Member that is not a Commissioner from the Public Body, subject to state law.

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**8. Effective Date**

This policy shall become effective immediately upon its adoption by the Board.

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