

# Resolution 16-18

## Finger Lakes Regional Land Bank Corporation Board of Directors

*Moved by Cindy Lorenzetti and seconded by Greg Lazzaro*

### RESOLUTION ADOPTING A CONFLICT OF INTEREST POLICY AND A CODE OF ETHICS OF THE FINGER LAKES REGIONAL LAND BANK CORPORATION

**WHEREAS**, the New York Public Authorities Law §2824 requires the Board of the Finger Lakes Regional Land Bank Corporation (the "Land Bank") to adopt an Conflict of Interest Policy for the Corporation; and

**WHEREAS**, the New York Public Authorities Law §2824 also requires the Board of the Land Bank to adopt a Code of Ethics; and


**WHEREAS**, the proposed Conflict of Interest Policy and Code of Ethics were drafted in consultation with counsel, and reviewed by the Governance Committee of the Land Bank on July 5<sup>th</sup>, 2016, and forwarded to the Board for review, and

**WHEREAS**, the Board has received the Conflict of Interest Policy and Code of Ethics, have had the opportunity to review them, and said items are attached to this resolution as Appendices "A" and "B"; and

**NOW, THEREFORE, BE IT RESOLVED** by the Corporation that the proposed Conflict of Interest Policy and Code of Ethics as attached to this Resolution as Appendices "A" and "B" are hereby adopted effective immediately.

I, Wilfred Bordeau, Secretary of the Finger Lakes Regional Land Bank Corporation, a corporation organized and existing under the laws of the State of New York (the "Corporation"), do hereby certify that the above is a true and correct copy of a resolution duly adopted at a meeting of the Board of Directors of the Corporation duly held and convened on August 9th, 2016, at which meeting a duly constituted quorum of the Board of Directors was present and acting throughout, and that such resolution has not been modified, rescinded, or revoked, and is at present in full force and effect.

IN WITNESS THEREOF, the undersigned has affixed his signature this 9<sup>th</sup> day of August, 2016. The Corporation has no corporate seal.

x   
Wilfred Bordeau  
Its Secretary

# Resolution 16-18

## Finger Lakes Regional Land Bank Corporation Board of Directors

### RESOLUTION ADOPTING A CONFLICT OF INTEREST POLICY AND A CODE OF ETHICS OF THE FINGER LAKES REGIONAL LAND BANK CORPORATION

	Yes	Nay	Abstain	Absent
Robert Hayssen	[ ]	[ ]	[ ]	[ X ]
Ron Serven	[X]	[ ]	[ ]	[ ]
Gary Westfall	[X]	[ ]	[ ]	[ ]
Bill Bordeau	[X]	[ ]	[ ]	[ ]
Cindy Garlick-Lorenzetti	[X]	[ ]	[ ]	[ ]
Greg Lazzaro	[X]	[ ]	[ ]	[ ]
Nick Sciotti	[X]	[ ]	[ ]	[ ]

**FINGER LAKES REGIONAL LAND BANK CORPORATION  
CONFLICT OF INTEREST POLICY**

**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 Finger Lakes Regional Land Bank Corporation (the "Land Bank"). 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 Land Bank. 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 that has or will have a transaction, agreement or any other arrangement in which the Land Bank participates.
- The ability to use his or her position, confidential information or the assets of the Land Bank, to his or her personal advantage.
- Solicited or accepted a gift of any amount under circumstance in which it could reasonably be inferred that the gift was intended to influence him/her, or could reasonably be expected to influence him/her, in the performance of his/her official duties or was intended as a reward for any action on his/her part.
- Any other circumstance that may or appear to make it difficult for the board member or employee to exercise independent judgment and properly exercise his or her official duties.

**Outside Employment of Land Bank's Employees**

No employee may engage in outside employment if such employment interferes with his/her ability to properly exercise his or her official duties with the Land Bank.

**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, when reasonably feasible, the Governance Committee, otherwise to the directors at a meeting of the directors. Such written disclosure shall be made part of the official record of the proceedings of the Land Bank.

**Determining Whether a Conflict of Interest Exists**

The Governance Committee or the directors, as applicable, shall advise the individual who appears to have a conflict of interest how to proceed. The Governance Committee or the directors of the Land

Bank, as applicable, should seek guidance from 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 he or she knows or has reason to know that the action could confer a direct or indirect financial or material benefit on himself or herself, a relative, or any organization in which he or she is deemed to have 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 or employees in the deliberation and voting on the matter.

#### **Records of Conflicts of Interest**

The minutes of the Land Bank'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 employees should promptly report any violations of this policy in accordance with the Land Bank's Whistleblower Policy.

#### **Penalties**

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

## APPENDIX B

Adopted 9 August 2016

### FINGER LAKES REGIONAL LAND BANK CORPORATION CODE OF ETHICS

This Code of Ethics shall apply to all officers and employees of the Finger Lakes Regional Land Bank Corporation (hereinafter the "Land Bank"). These policies shall serve as a guide for official conduct and are intended to enhance the ethical and professional performance of the directors and employees and to preserve public confidence in the Land Bank's mission. This code is adopted pursuant to New York Public Authorities Law section 2824(1)(d).

#### **Responsibility of Directors and Employees**

1. Directors and employees shall perform their duties with transparency, without favor and refrain from engaging in outside matters of financial or personal interest, including other employment, that could impair independence of judgment, or prevent the proper exercise of one's official duties.
2. Directors and employees shall not directly or indirectly, make, advise, or assist any person to make any financial investment based upon information available through the director's or employee's official position that could create any conflict between their public duties and interests and their private interests.
3. Directors and employees shall not accept or receive any gift or gratuities where the circumstances would permit the inference that: (a) the gift is intended to influence the individual in the performance of official business or (b) the gift constitutes a tip, reward, or sign of appreciation for any official act by the individual. This prohibition extends to any form of financial payments, services, loans, travel reimbursement, entertainment, hospitality, thing or promise from any entity doing business with or before the Land Bank.
4. Directors and employees shall not use or attempt to use their official position with the Land Bank to secure unwarranted privileges for themselves, members of their family or others, including employment with the Land Bank or contracts for materials or services with the Land Bank.
5. Directors 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.
6. Directors and employees may not engage in any official transaction with an outside entity in which they have a direct or indirect financial interest that may reasonably conflict with the proper discharge of their official duties.
7. Directors and employees shall manage all matters within the scope of the Land Bank's mission independent of any other affiliations or employment. Directors, and employees employed by more than entity shall strive to fulfill their professional responsibility to the Land Bank without bias and shall support the Land Bank's mission to the fullest.
8. Directors and employees shall not use Land Bank property, including equipment, telephones, vehicles, computers, or other resources, or disclose information acquired in the course of their official duties in a manner inconsistent with State or local law or policy and the Land Bank's mission and goals.

9. Directors and employees are prohibited from appearing or practicing before the Land Bank for two (2) years following employment with the Land Bank, consistent with the provisions of Public Officers Law.

### **Implementation of Code of Ethics**

This Code of Ethics shall be provided to all directors and employees upon commencement of employment or appointment and shall be reviewed annually by the Governance Committee. The Board of Directors may designate an Ethics Officer, who shall report to the Board and shall have the following duties:

- Counsel in confidence Land Bank directors and employees who seek advice about ethical behavior.
- Receive and investigate complaints about possible ethics violations.
- Dismiss complaints found to be without substance.
- Prepare an investigative report of their findings for action by the Executive Director or the board.
- Record the receipt of gifts or gratuities of any kind received by a director or employee, who shall notify the Ethics Officer within 48 hours of receipt of such gifts and gratuities.

### **Penalties**

In addition to any penalty contained in any other provision of law, a Land Bank director or employee who knowingly and intentionally violates any of the provisions of this code may be removed in the manner provided for in law, rules or regulations.

### **Reporting Unethical Behavior**

Employees and directors are required to report possible unethical behavior by a director or employee of the Land Bank to the Ethics Officer. Employees and directors may file ethics complaints anonymously and are protected from retaliation by the policies adopted by the Land Bank.