

**MANSFIELD DOWNTOWN PARTNERSHIP
NOMINATING COMMITTEE SPECIAL
MEETING
Mansfield Downtown Partnership Offices
Thursday, January 5, 2012**

3:30PM

MINUTES

Present: Chair Philip Lodewick, Steve Bacon, Honey Birkenruth, and Steve Rogers

Staff: Cynthia van Zelm and Lee Cole-Chu

1. Call to Order

Chair Philip Lodewick called the meeting to order at 3:05 pm.

2. Approval of Minutes from April 7, 2011

Steve Bacon made a motion to approve the April 7, 2011 minutes. The motion was seconded by Honey Birkenruth. The minutes were approved unanimously.

3. Review of Conflict of Interest Policy and Other Potential Bylaws Changes

Lee Cole-Chu reviewed a set of proposed changes to the Partnership's Conflict of Interest policy based on prior discussion with the Finance and Administration Committee. A copy of the proposed changes is attached to these minutes.

Mr. Cole-Chu said he has revised the policy to add that Partnership committee members would be subject to the policy. Currently, the policy only includes Board members.

Mr. Cole-Chu said the Finance and Administration Committee asked him to determine if the Town's Code of Ethics applies to the Partnership Board and its staff. Mr. Cole-Chu said the Code of Ethics does not add any additional standards to the Partnership's conflict of interest policy but it likely does apply. He referenced the definition of "official" in the Code of Ethics, i.e., "Any person holding elective or appointive town office, including members and alternate members of town agencies, boards and commissions, and committees appointed to oversee the construction of improvements of town facilities, ..." Mr. Cole-Chu said the key is the disclosure of any potential conflict, and non-participation on any issue that may present a conflict until a conflict is found not to exist.

The Committee discussed the reporting of potential conflicts to the Partnership and the Town Board of Ethics. The Committee and staff will discuss this further at its next meeting.

Referring back to the Partnership's conflict of interest policy, Mr. Bacon asked whether, if facts from which a conflict might be found, are reported and found not to constitute a conflict, the same facts have to be reported every year? Mr. Cole-Chu said he thought not, but that could be clarified in the conflict of interest policy.

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Mr. Cole-Chu said the Finance and Administration Committee requested that "unqualified" be removed from the current policy that states: "In order that Board decisions in such instances shall be the product only of Board members who are able to meet their *unqualified duty* to the Partnership, ..." Mr. Cole-Chu removed "unqualified duty" altogether from his suggested revision to the Conflict of Interest Policy because he felt that phrase was too abstract.

Mr. Cole-Chu reviewed other changes to the policy to make some of the language more clear.

Steve Rogers suggested that the format of Mr. Cole-Chu's proposed revisions be changed so that the revision is easier to read. Mr. Cole-Chu will make those changes.

Mr. Rogers asked for clarification on how a potential conflict should be reported. Mr. Cole-Chu said it can be reported in writing to the Board President or the Partnership's Executive Director or orally at a meeting of the Board of Directors or committee, as the case may be, where the essential facts and determination would appear in the minutes.

As follow-up to a prior discussion at Board and Finance and Administration Committee meetings regarding which venue a conflict is reported, Mr. Cole-Chu suggested that it be done at the Board or committee where the conflict may arise. He recommended not centralizing this process to one entity (the Board or committee) so that the determination of whether or not the facts reported constitute a conflict can be made at the time of reporting and not at a future Board or committee meeting. Mr. Bacon suggested that this recommendation be clarified at the time of review of the policy by the Board as the Board had previously delegated the Finance and Administration Committee to review potential conflicts of interest.

4. Adjourn

The Committee agreed to meet at 3 pm on February 2.

The meeting adjourned at 4:00pm.

Minutes taken by Cynthia van Zelm

EXHIBIT A

MANSFIELD DOWNTOWN PARTNERSHIP, INC. CONFLICT OF INTEREST POLICY

I. A conflict of interest may exist if a member of the Partnership's Board of Directors or of any Partnership committee, or a member of his/her immediate family, has a relationship with another person who, or organization which, does or seeks to do business with the Partnership as a developer, contractor, vendor or otherwise; or who or which reasonably could benefit in a way different from general public benefit from a decision of, or from an action taken by, the Partnership. Partnership Board and committee members shall disclose all activities that might reasonably be seen as conflicts of interest within the meaning of the preceding sentence whenever a possible conflict appears, and annually thereafter so long as the facts creating the possible conflict exist.

In order that each decision of the Partnership's Board and committees shall be the decision only of Board or committee members who are free of conflicts of interest pertinent to the decision, the following procedure shall be followed:

I. Every Partnership Board or committee member, immediately upon identifying a possible conflict or having the same called to his/her attention, shall disclose to the Board or the committee, as the case may be, having responsibility for making the decision at hand all essential facts pertaining to the possible conflict. (Such disclosure shall not, *per se*, constitute an admission that a conflict exists.)

2. Unless the remaining Board or committee members, by vote recorded in the minutes of the meeting in which the vote occurs, unanimously determine that a conflict of interest does not exist, the subject Board member shall avoid any attempt to influence other Board or committee members, or Partnership employees, directly or indirectly, with regard to the matter at hand and shall absent himself/herself from the discussion and vote on the matter.

3. Whenever the Partnership, by its Board or any committee, officer or employee, is overseeing the construction or improvement of any Town of Mansfield facility, or otherwise acting as municipal development agency for the Town of Mansfield, each Board or committee member, officer and employee shall comply with the Town of Mansfield Code of Ethics (Mansfield Code Ch. 25), as amended from time to time.

4. Failure to comply with the above policy shall be grounds for removal from office.

II. Every Partnership decision to enter into any contract shall be presumed to be free of influence of any conflict of interest, *i.e.*, proper and fair to the Partnership and the public interest, if it is made in the ordinary course of business on terms no less favorable to the Partnership than those offered by the contractor(s) to third parties.