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**Conflict of Interest and Code of Ethics Policy**

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**I. PURPOSE**

The Children's Trust desires to maintain the highest level of integrity and transparency in all its endeavors and therefore adopts this Conflict of Interest and Code of Ethics Policy. This policy supplements and enhances the ethics mandates provided for in the State of Florida Code of Ethics for Public Officers and Employees (Chapter 112, Part III of Florida Statutes).

**II. APPLICABLE & RELATED LAWS**

- A. The Children's Trust Ordinance, Ordinance #02-247, §9 (codified as §2-1529 of Miami-Dade County Code).
- B. State of Florida Code of Ethics for Public Officers and Employees (Chapter 112, Part III of Florida Statutes)

**III. POLICY**

**A. VOTING.**

**1. The Children's Trust Voting Policy.** A Trust Board member shall not vote on any matter presented to The Children's Trust Board (hereinafter "the Board") if the Trust Board member will receive a direct financial benefit from the action of the Board.

**2. State of Florida Statute on Voting Conflicts (s. 112.3143, F.S.).**

- a. Voting. According to the State of Florida Statute on Voting Conflicts, a Trust Board member shall not vote in an official capacity upon any measure which:
  - i. would inure to his or her special private gain or loss;  
OR
  - ii. he or she knows would inure to the special private gain or loss of any principal by whom he or she is retained, or to the parent organization or subsidiary of a corporate principal by which he or she is retained;

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except this section shall not apply if the Trust Board member is retained by any state, regional, county, local or municipal government entity, whether executive, legislative or judicial, any department, division, bureau, commission, authority, or political subdivision, or any public school, community college or state university; OR

- iii. he or she knows would inure to the special private gain or loss of a relative or business associate of the Trust Board member. "Relative" is defined as a parent, child, spouse, sibling, parent-in-law, son-in-law or daughter-in-law. "Business Associate" is defined as a partner, joint venturer, corporate shareholder where the shares of such corporation are not listed on any national or regional stock exchange, or co-owner of property.
  
- b. If a Trust Board member has any of the conflicts listed above in Paragraph III(A)(2)(a), he or she shall, prior to a vote being taken, publicly state that he or she is abstaining from the vote and explain the nature of the conflict.
  
- c. In addition, within fifteen (15) days of the vote, the Trust Board member shall complete and submit a written disclosure (Form 8B) to the Clerk of the Board of the Trust, who will in turn incorporate the disclosure into the minutes of the appropriate meeting.
  
- d. Participation. Furthermore, if the Trust Board member decides to participate in any matter which he or she has a conflict as described above in Paragraph III (A)(2)(a), he or she must first disclose the nature of the conflict. To "participate" means an attempt to influence a decision by oral or written communication made by the Trust Board member himself or herself or made at the direction of the Trust Board member.
  - i. Such disclosure shall be made prior to the meeting by submitting a written disclosure (Form 8B) to the Clerk of the Board of the Trust. The Clerk shall incorporate such disclosure into the minutes of the meeting as well as provide a copy to the other members of the Board. The disclosure shall be read publicly at the next meeting following the meeting in which the disclosure was submitted.

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- ii. If the disclosure is not made prior to the meeting or the conflict is unknown prior to the meeting, the disclosure shall be made orally at the meeting when it becomes known that a conflict exists. A written disclosure (Form 8B) shall be submitted within fifteen (15) days of the meeting with the Clerk of the Board of the Trust. The Clerk shall incorporate such disclosure into the minutes of the meeting as well as provide a copy to the other members of the Board. The disclosure shall be read publicly at the next meeting following the meeting in which the disclosure was submitted.

**B. CONE OF SILENCE.**

The Cone of Silence is a prohibition on certain communications between certain persons during a competitive solicitation process.

**1. Applicability.** The Cone of Silence shall apply to all Requests for Proposals (RFP), Requests for Qualifications (RFQ), Invitations to Negotiate (ITN), Requests for Information (RFI), bids or any other competitive solicitation process (hereafter collectively referred to as "competitive solicitation") that are issued by The Children's Trust.

**2. Commencement/Termination.** The Cone of Silence shall begin at the time of advertisement of the competitive solicitation and shall end when the Chief Executive Officer makes his or her written recommendation to the Board. However, if the Trust board refers the recommendation back to the Chief Executive Officer for further review, the Cone of Silence is reimposed until such time as the Chief Executive Officer makes a subsequent written recommendation.

**3. Notification.**

a. Public Notice. At the time the Cone of Silence is imposed, the Chief Executive Officer shall provide for public notice of the Cone of Silence by placing such notice in any advertisements for the particular competitive solicitation and by posting such notification on The Trust webpage.

b. Public Solicitations. The Chief Executive Officer shall include a statement in any public solicitation, informing potential bidders or applicants of the requirements of the Cone of Silence.

c. Board members and staff members. At least five (5) working days prior to the imposition of the Cone of Silence, the Chief Executive Officer shall inform all board members and staff in writing or

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by electronic notice that the Cone of Silence is about to be imposed for a particular solicitation process. In addition, the Chief Executive Officer shall advise all Board members and staff when the Cone of Silence has been lifted.

**4. Restricted Communications.** Once the Cone of Silence is imposed, the following persons may not communicate with one another with regard to a particular competitive solicitation.

a. Potential bidders, vendors, service providers, lobbyists and consultants cannot communicate with: a) The Trust's professional staff, the Chief Executive Officer and his/her staff; b) Trust board members; and c) review committee members.

b. The Trust board members cannot communicate with: a) potential bidders, vendors, service providers, lobbyists and consultants; b) professional staff, the Chief Executive Officer and his/her staff; and c) review committee members.

c. Professional staff, the Chief Executive Officer and his/her staff cannot communicate with: a) potential bidders, vendors, service providers, lobbyists and consultants; b) Trust board members; and c) review committee members.

d. Review committee members cannot communicate with: a) potential bidders, vendors, service providers, lobbyists and consultants; b) professional staff, the Chief Executive Officer and his/her staff; and c) Trust board members.

e. Exception. If a Board member declares in writing that he or she shall not participate in the review of the applications submitted in response to the competitive solicitation and shall abstain from voting on the applications when they come before the Board for approval, then the Board member shall be able to communicate with the following persons/entities, and these persons/entities shall be able to communicate with the Board member: potential bidders, vendors, service providers, lobbyists and consultants. The Board member must submit his/her written declaration to the Clerk of the Board of the Trust prior to the imposition of the Cone of Silence.

f. If a person begins to communicate about a competitive solicitation with another person with whom communication is prohibited, that second person is not in violation of the Cone of Silence if he/she advises that the Cone of Silence is in effect and terminates the conversation.

**5. Allowable Communications.**

a. Communications in writing at any time with any Trust employee, official or member of the Trust unless specifically prohibited by the applicable solicitation process. The author of the written communication must file a copy of the written communication with the Clerk of the Board of The Trust.

b. Communications between any person and the procurement agent or contracting officer (or their designated secretarial/clerical staff) responsible for administering the procurement process for such competitive solicitation, provided such communication is limited to matters of process or procedure already contained in the corresponding solicitation document.

c. Communications between procurement agent or contracting officer (or their designated secretarial/clerical staff) and a member of the review committee provided such communication is limited to matters of process and procedure already contained in the corresponding solicitation document.

d. Duly noticed site visits.

e. Oral communications at pre-bid conference.

f. Oral communications requested by review committees.

g. Contract negotiations during any duly noticed public meetings.

h. Public presentations made to The Trust board

i. Chief Executive Officer and the Chairperson of a review committee may communicate after the review committee has submitted its recommendations to the Chief Executive Officer. However, any change that occurs as a result of such conversation must be reduced to writing and submitted to the Clerk of the Board of The Trust.

j. Communications with the County Attorney and his/her staff.

k. Communications with the management and technical assistance unit of The Trust.

l. Emergency procurement of good or services.

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- m. Staff can obtain industry comment or perform market research provided all communications related thereto are made in writing or at a duly noticed public meeting.

**6. Consequences.** Violation of the Cone of Silence could result in one or more of the following:

- a. Investigation by Commission on Ethics. Anyone who violates the Cone of Silence could be investigated by the Commission on Ethics and Public Trust and be subject to: an admonition or public reprimand and a fine of \$250 for one violation and \$500 for each subsequent violation.
- b. Disciplinary Action for Staff. Staff can be disciplined up to and including dismissal.
- c. Prohibition from serving on future review committees.
- d. Prohibition on lobbying by lobbyist.
- e. Voiding of award or contract to bidder or proposer.
- f. Debarring the bidder or proposer from entering into future contracts with the Trust.

**7. Duty to report.** Any person who has personal knowledge of a violation of the Cone of Silence must file a complaint with the Commission on Ethics.

**C. LOBBYING.**

1. Lobbyist. "Lobbyist" shall mean all persons, firms, or corporations employed or retained by a principal who seeks to encourage the passage, defeat, or modifications of (a) any resolution, action or decision of The Trust Board; (b) any action, decision, recommendation of the Chief Executive Officer or any committee; or (c) any action, decision or recommendation of Trust personnel during the time period of the entire decision-making process on such action, decision or recommendation which foreseeably will be heard or reviewed by The Trust Board, or a committee. "Lobbyist" specifically includes the principal, as well as any employee whose normal scope of employment includes lobbying activities.

The term "Lobbyist" shall specifically exclude the following persons:

- a. Attorneys or other representatives retained or employed solely for the purpose of representing individuals, corporations or other entities during publicly noticed appeals proceedings or any other quasi-judicial proceedings;

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- b. Expert witnesses who provide only scientific, technical or other specialized information or testimony in public meetings;
- c. Any person who only appears as a representative of a neighborhood association without salary or other compensation or reimbursement for the appearance, whether direct, indirect or contingent, to express support of or opposition to any item;
- d. Employees of a principal whose normal scope of employment does not include lobbying activities;
- e. Any public officer, employee or appointee who only appears in his or her official capacity;
- f. Any person who only appears in his or her individual capacity for the purpose of self-representation without compensation or reimbursement, whether direct, indirect or contingent, to express support of or opposition to any item.

2. Registration.

- a. All lobbyists shall register with the Clerk of the Board of The Trust within three (3) business days of being retained as a lobbyist or before engaging in any lobbying activities, whichever shall come first. The lobbyist shall register on forms prepared or designated by the Trust and shall pay the required registration fee.
- b. Any person who only appears as a representative of a not-for-profit corporation or entity without special compensation or reimbursement for the appearance, whether direct, indirect or contingent, to express support or opposition to any item, shall register with the Clerk, but, upon request, shall not be required to pay any registration fees.
- c. Prior to any lobbying being conducted on the principal's behalf, the principal must file a form with the Clerk of the Board of the Trust, signed by the principal or the principal's representative, stating that the lobbyist is authorized to represent the principal. Failure of the principal to file this form may be considered in the evaluation of a bid or proposal as evidence that a proposer or bidder is not a responsive and/or responsible bidder. The principal or the principal's agent shall inform the Clerk of the Board in writing when a lobbyist is no longer authorized to represent the principal.

3. Oral Presentation. Any person who appears as a representative for an individual or firm for an oral presentation before The Trust evaluation,

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selection, technical review or similar committee, shall list on an affidavit provided by the Trust, all individuals who may make a presentation. The affidavit shall be filed by staff with the Clerk of the Board of the Trust at the time the proposal is submitted. The listed members of the presentation team shall not be required to pay any registration fees. No person shall appear before any committee on behalf of an individual or firm unless he or she has been listed as part of the firm's presentation team or unless he or she is registered as a lobbyist with the Clerk of the Board and has paid all applicable fees.

5. Contingency Fees Prohibited. No person may, in whole or in part, pay, give or agree to pay or give a contingency fee to another person. No person may, in whole or in part, receive or agree to receive a contingency fee. As used herein, "contingency fee" means a fee, bonus, commission, or non-monetary benefit as compensation which is dependent on or in any way contingent on the passage, defeat, or modification of: (a) resolution, action or decision of the Trust Board; (b) any action, decision or recommendation of the Chief Executive Officer or any Trust committee; or (c) any action, decision or recommendation of Trust personnel during the time period of the entire decision-making process regarding such action, decision or recommendation which foreseeably will be heard or reviewed by the Trust or a committee.

6. Log. The Clerk shall maintain a log reflecting the lobbyist registrations which have been filed with the Trust.

7. Restrictions on Lobbying. The Commission on Ethics and Public Trust shall investigate any person engaged in lobbying activities who may be in violation of this section. In the event that a violation is found to have been committed, the Commission on Ethics may, in addition to any other penalties allowed by law, prohibit such person from lobbying before the Trust or any committee, board or personnel of the Trust as provided herein. Every lobbyist who is found to be in violation of this section shall be prohibited from registering as a lobbyist or lobbying in accordance with the following schedule:

a. 1<sup>st</sup> violation for a period of ninety (90) days from the date of determination of violation;

b. 2<sup>nd</sup> violation for a period of one (1) year from the date of determination of violation;

c. 3<sup>rd</sup> violation for a period of five (5) years from the date of determination of violation;

8. Debarment. A bidder or proposer may be subject to debarment if the bidder or proposer were a contractor where the bidder or proposer has violated this section, either directly or indirectly or any combination thereof,

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on three (3) or more occasions. As used herein, a "direct violation" shall mean a violation committed by the bidder or proposer and an "indirect violation" shall mean a violation committed by a lobbyist representing said bidder or proposer. A contract entered into in violation of this section may also render the contract voidable. The Chief Executive Officer shall include the provisions of this section in all bid documents, RFP, RFQ, ITN and RFI applications and any other solicitation process; provided, however, the failure to do so shall not render any contract entered into as the result of such failure illegal per se.

9. All members of The Trust, and all Trust personnel, shall be diligent to ascertain whether persons required to register have complied. Board members or Trust personnel may not knowingly permit a person who is not registered to lobby the Trust member or the relevant committee, board or Trust personnel.

10. Except as otherwise provided in this section, the validity of any action or determination of the Trust Board or Trust personnel, board or committee shall not be affected by the failure of any person to comply with this section.

**D. APPEARANCE OF IMPROPRIETY.**

At all times, board members and staff will act in such a manner so as to avoid the appearance of impropriety.

**E. MIAMI-DADE COMMISSION ON ETHICS AND THE PUBLIC TRUST.**

1. The Miami-Dade Commission on Ethics and the Public Trust (hereinafter "the Commission on Ethics") has jurisdiction and therefore is empowered to review, interpret, render advisory opinions and letters of instruction and enforce The Children's Trust Conflict Policy. This jurisdiction extends to The Trust board members, employees, review committees, lobbyists, contractors, vendors, grantees, other persons doing business with The Trust and other persons acting on behalf of The Trust.

2. The Commission on Ethics shall accept requests for opinion from The Trust board members, employees, review committees, lobbyists, contractors, vendors, grantees other persons doing business with and other persons acting on behalf of The Trust, whenever such person is uncertain as the applicability of the Conflict Policy to him or herself. Such person shall submit a full written statement of the facts and questions he or she would like answered. The Commission on Ethics shall render an opinion to that person and shall publish the opinion without use of the person's name unless the person requests that his or her name be used. Requests for an opinion shall be made to:

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Miami-Dade County Commission on Ethics and Public Trust  
19 West Flagler Street #207  
Miami, FL 33130  
(305) 579-2594 (T)  
(305) 579-9093 (Hotline)  
(305) 579-0273 (F),  
ethics@miamidade.gov  
www.miamidade.gov/ethics.

3. The Commission on Ethics shall be empowered to accept complaints of alleged violations of the Conflict Policy from the Advocate (as that person is defined in s. 2-1074(d) of Miami-Dade County Code) or from a concerned individual. The Commission on Ethics shall follow the procedures established in s. 2-1074 and s. 2-1075 of the Miami-Dade County Code when investigating and/or prosecuting a complaint

4. The Commission on Ethics shall be able to levy the following penalties upon a person if it finds that the Conflict Policy has been violated: admonition, public reprimand and/or a fine of two hundred and fifty dollars (\$250) for the first such violation and five hundred dollars (\$500) for each subsequent violation.

**F. STATE OF FLORIDA CODE OF ETHICS.**

The provisions of the State of Florida Code of Ethics (Chapter 112, Part III of Florida Statutes) apply to and shall be complied with by the Trust Board members, staff and personnel.

If a board member, staff or any other person is in doubt as to the applicability of the State Code of Ethics to his or her own situation, he/she shall seek an opinion from:

State of Florida Commission on Ethics  
2822 Remington Green Circle, Suite 101  
P.O. Drawer 15709  
Tallahassee, FL 32317-5709  
(850) 488-7864(T)  
(850) 488-3077 (F)  
[www.ethics.state.fl.us](http://www.ethics.state.fl.us).