

# **CVFIBER GOVERNING BOARD POLICY ON CONFLICTS OF INTEREST**

## **A. PURPOSE AND AUTHORITY**

Under the authority granted in 30 V.S.A. §3054, the Governing Board of Central Vermont Internet hereby adopts the following policy concerning Conflicts of Interest.

The purpose of this policy is to ensure that the business of Central Vermont Internet will be conducted in such a way that no Governing Board member will gain a personal or financial advantage from his or her appointment to the Central Vermont Internet Governing Board and so that the public trust in Central Vermont Internet and its Governing Board will be preserved.

## **B. APPLICATION**

This policy applies to all appointed municipal representatives and alternates to the Central Vermont Internet Governing Board.

For purposes of this policy, a Conflict of Interest means a direct personal or pecuniary interest of a Governing Board member, his or her spouse, household member, business associate, employer, or employee in the outcome of a cause, proceeding, application, or any other matter pending before the Governing Board or the Governing Board member. A Conflict of Interest does not arise in the case of votes or decisions on matters in which the Governing Board member has a personal or pecuniary interest in the outcome of a vote or decision that is no greater than that of other persons generally affected by the decision.

## **C. PROHIBITED CONDUCT**

1. A Governing Board member shall not participate in any vote or action of the Board if the member has a Conflict of Interest in the matter under consideration by the Governing Board.
2. A Governing Board member shall not personally, or through any member of his or her household, business associate, employer or employee, represent, appear for, or negotiate in a private capacity on behalf of any person or organization in a cause, proceeding, application, or other matter pending before the Governing Board.
3. A Governing Board member shall not accept gifts or other offerings for personal gain by virtue of his or her position on the Governing Board, which are not available to the public in general.
4. A Governing Board member shall not use resources unavailable to the general public, including but not limited to equipment, supplies, or facilities, for private gain or personal purposes.

#### **D. MANAGEMENT OF CONFLICTS OF INTEREST**

The following procedure shall be followed by the Governing Board in the management of Conflicts of Interest:

1. A Governing Board member who has reason to believe that he or she has a Conflict of Interest in a matter under consideration by the Board shall, before participation in any discussion, vote, or official action on the matter, disclose the Conflict of Interest and its nature at a Board meeting.
2. A Governing Board member may request that another Governing Board member disclose a Conflict of Interest.
3. Upon disclosure, or request for disclosure, of a Conflict of Interest, the Governing Board shall be afforded an opportunity to ask the Board member questions regarding the Conflict of Interest and discuss the same.
4. After such discussion, the Governing Board member shall declare whether the member will recuse himself or herself from the matter under consideration and explain the basis for that decision.
5. If the Governing Board member does not recuse himself or herself from the matter under consideration, the member 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.
6. A Governing Board member who has recused himself or herself from a matter under consideration shall not participate in any Board discussion, vote, or other official action on that matter.
7. Upon the recusal of a Governing Board member who is a member municipality's designated representative, the municipality's alternate shall serve in the absence of the designated representative.
8. The disclosure and discussion of a Conflict of Interest, and the Governing Board member's decision regarding recusal shall be recorded in the minutes of the Board meeting.

#### **E. ENFORCEMENT**

Where a Governing Board member has engaged in any of the prohibited conduct described in Section C or has failed to follow the procedure for management of Conflicts of Interest described in Section D, the Governing Board shall notify the legislative body of the municipality appointing the Governing Board member and may request the replacement of the Board member under 30 V.S.A. §3059, or other appropriate sanction.

#### **F. CONTRACTORS**

1. Vendors with whom CVFiber is considering contracting for goods or services shall be asked to disclose any conflicts of interest they may have before any contracts or agreements are made.
2. Likewise, contractors providing services for CVFiber shall ask any subcontractors they may be considering hiring if they have any interests that might conflict with CVFiber's interests.
3. If conflicts are identified, approval of the CVFiber Executive Committee shall be obtained before any contracts or agreements are made.

*Adopted June 12, 2018; amended Dec. 8, 2020*

**OUTSIDE OF THIS POLICY:**

**In requests for proposals (RFPs) CVFiber issues, this language shall be added:**

If a bidder intends to use subcontractors, the bidder must identify in the proposal the names of the subcontractors, the portions of the work the subcontractors will perform, and address the background and experience of the subcontractor(s).

**In contracts for goods and services, this language shall be added:**

Party shall not assign, subcontract or subgrant the performance of this agreement or any portion thereof to any other party without the prior written approval of CVFiber. Party shall be responsible and liable to CVFiber for all acts or omissions of subcontractors and any other person performing work under this agreement pursuant to an agreement with party or any subcontractor.

*Adopted Dec.8, 2020*