



CONFLICT OF INTEREST POLICY

Adopted: June 22nd, 2015

Revised: October 2nd, 2019

A. General Declaration of Policy

It is the policy of the Vermont Municipal Bond Bank (“Bond Bank”) that its Board Members (“Members”) and employees shall at all times perform their duties in an impartial, independent, effective and efficient manner and in full compliance with the laws of the State of Vermont, so as to promote the public good of the citizens of the State of Vermont and instill public confidence in the operations of the Bond Bank. Members of the Bond Bank are expected to conduct themselves at all times in accordance with the highest standards of professional integrity and honesty.

This Code of Ethics and its provisions are designed to provide guidance to the Members and employees of the Bond Bank to ensure that the goals outlined above are achieved, and that the mission of the Bond Bank to issue bonds or notes to or for the purposes set forth in 24 V.S.A. § 4551 et seq. are achieved.

B. Members of the Board of Directors of the Bond Bank

1. Members shall comply with the Bond Bank’s enabling legislation, 24 V.S.A. § 4551 et seq.
2. Members shall Recuse themselves from any question in which they have a conflict of interest or the appearance thereof. As used in this rule/policy:
 - a. “Conflict of interest” means a unique personal or a pecuniary interest of a Member or the Member’s immediate family in the outcome of any issue before the Bond Bank that is sufficient to impair the Member’s undivided loyalty to the Bond Bank, its mission, and the citizens of the State of Vermont.
 - b. “Immediate family” includes a spouse, child, or parent of the Member and any living person in the same domicile as the Member.
 - c. “Recuse” means not participating in discussions pertaining to the question and not voting on the question.
3. In addition to the foregoing, Member shall adhere to the following additional principles:
 - a. A Member shall not solicit any gift from an applicant seeking financial assistance from the Bond Bank, or from any existing borrower of the Bond Bank.

4. A Member may not accept a gift of a material value from an Agent or Consultant to the Bond Bank either at the time of solicitation for services or after engagement for services.
5. A Member may accept a gift which has no material value from an existing borrower of the Bond Bank who has no matter or action pending before the Bond Bank.
6. The Members of the Bond Bank shall treat all non-public information provided to them in the conduct of their affairs as Members in a confidential manner, recognizing that the unauthorized disclosure of that information could create serious difficulties for applicants, borrowers, and others who have transacted or wish to transact business with the Bond Bank.
7. Members shall at all times discharge their duties as Members of the Bond Bank in the manner outlined above so as to avoid any indicia of impropriety, or conflict of interest, or, the appearance of any indicia of impropriety or conflict of interest.
8. Unless requested by the remaining Members, a Member shall Recuse himself/herself and shall not be present for the discussion of, or vote in any decision involving, financial support for any applicant or institution where the Member, in his/her sole personal judgment, believes he/she is unable to exercise his/her duties as Member in good faith, with diligence and care, in a manner reasonably believed to be in the best interests of the Bond Bank, and with due regard for the Bond Bank's reputation.
9. Unless requested by the remaining Members, a Member shall recuse himself/herself and shall not be present for the discussion of, or vote in any decision involving, financial support for any applicant or institution under circumstances when a reasonable person would conclude from the circumstances that the Member's ability to discharge his/her duties as Member is compromised by personal interests or beliefs which render said Member unable to properly discharge his/her duties.

C. Employees of the Bond Bank

1. An employee of the Bond Bank shall not engage in any business transaction or professional activity of any nature that is in substantial conflict with the proper discharge of his or her duties.
2. An employee of the Bond Bank shall not solicit any gift from an applicant seeking financial assistance from the Bond Bank, or from any existing borrower of the Bond Bank.
3. An employee of the Bond Bank may accept or agree to accept a gift which has no material value in any year from any existing borrower of the Bond Bank who has no matter or action pending before the Bond Bank.
4. An employee of the Bond Bank may not accept a gift of a material value from an Agent or Consultant to the Bond Bank either at the time of solicitation for services or after engagement of services.
5. Employees of the Bond Bank shall treat all non-pubic information provided to them in conduct of their affairs as employees in a confidential manner, recognizing that unauthorized disclosure of that information could create serious difficulties for applicants, borrowers, and other who have transacted or wish to transact business with the Bond Bank.

6. Employees of the Bond Bank shall at all times conduct their official duties in a manner so as to avoid any indicia of impropriety or conflict of interest or the appearance of any indicia of impropriety or conflict of interest.

D. Agents/Consultants of the Bond Bank

Upon engagement, any outside Agents and/or Consultants retained by the Bond Bank shall confirm, prior to engagement, that neither the individual nor the entity employing the individual are aware of any facts or circumstances which would prevent the Agent/Consultant from performing his/her duties in an impartial, independent, effective and efficient manner free from any conflict of interest. Disclosure of potential conflicts that the Agent and/or Consultant does not deem to be disqualifying will be reviewed by the Executive Committee prior to engagement or continued engagement of the Agent and/or Consultant.

E. Executive Committee Responsibility

Notwithstanding the foregoing, a Member or employee of the Bond Bank, who is aware of any ethical situation not specifically addressed by this Code or who believes the applicability of this Code is unclear in a particular situation, shall refer such situation to the Executive Committee of the Bond Bank. The Executive Committee is comprised of the Board elected officers of the Bond Bank, which currently includes the Chair and Treasurer. The most tenured member of the Bond Bank will substitute for either of the above in the event that the Chair or Treasurer are unable to serve due to a potential conflict of interest.

The Executive Committee shall promptly make a determination concerning the specific ethical situation and report the Committee's decision to the Members no later than the next scheduled meeting of the Bond Bank. All such decisions of the Executive Committee shall be final.

In addition, the Executive Committee shall also act as the "Ethics Panel" of the Bond Bank and shall receive from any source, complaints regarding the ethical conduct of Members. Complaints shall be made in writing, be signed by the complainant, and be investigated by the Ethics Panel in a timely fashion. The Ethics Panel shall keep confidential the complaint and the identity of the complainant except that the Ethics Panel shall provide that information to a Member against whom a complaint is made, and the complainant and the identity of the complainant shall be publicly available following resolution and decision made by the Ethics Panel in response to any such complaint.

F. MEMBER AND EMPLOYEE CERTIFICATIONS AND DISCLOSURES

Every Member, Employee and Agent/Consultant of the Bond Bank will be required to sign a Certification stating that he or she has read and understands the Bond Bank's Code of Ethics and that he or she will abide by it and comply with any conditions, restrictions, or decision made or imposed by the Bond Bank's Executive Committee in the course of its discharge of its responsibilities pursuant to the Code of Ethics.

G. GENERAL STATEMENT

It is the intention of the Members who have prepared and adopted this "Conflict of Interest" policy to ensure this policy creates and appropriate standard of ethical conduct for Members, Employees and Agents and to avoid creation of unnecessary restrictions on Members, Employees and/or Agents which do not further the purpose of this Conflict of Interest policy. As such, the following principles shall apply:

1. The term "conflict of interest" does not include any pecuniary interest in favor of a Member, Employee, or Agent which is no greater than that of other persons generally affected by the outcome of a decision or matter pending for the Members of the board.
2. A "pecuniary interest" and "gift" as those terms are used in this Conflict of Interest policy shall specifically exclude, among other things, payment for business expenses such as meals, accommodations, meeting rooms, and the like.
3. A "pecuniary interest" and "gift" as those terms are used in this Conflict of Interest policy specifically excludes the exchange of benefits associated with and incidental to outside interpersonal relationships of Members and/or Employees with their friends, relatives, and neighbors which are in no way related to or arise out of a Member's or Employee's professional relationships with the Bond Bank.

Date: _____

Name: _____

Position (director/employee/agent/consultant): _____

Please describe below any outside activities, relationships, transactions, positions you hold (volunteer or otherwise), or circumstances that you believe could contribute to a conflict of interest between the Vermont Municipal Bond Bank and your personal interest, financial or otherwise:

_____ I have no conflict of interest to report

- I have the following conflict of interest to report – please specify the following if applicable:
- Other governmental, nonprofit and for-profit boards you, including immediate family, household member, and business associate sit on;
- any for-profit business for which you or an immediate family member are an officer or director, or a majority shareholder; and/or
- the name of your employer and any business you or a family member own.

1. _____

2. _____

3. _____

4. _____

I agree to notify the Board of Executive Director of any conflict of interest that should arise subsequent to this disclosure and to recuse myself from any decisions being considered that may be construed as a conflict of interest. Any matter of question or interpretation that arises relating to a potential conflict of interest will be reported to the Board Chair for decision and/or referred to the full Board for decision, where appropriate.

I hereby certify that the information set forth above is true and complete to the best of my knowledge.

Signature: _____

Date: _____