

**BRENTWOOD PUBLIC LIBRARY**  
**Trustee, Officer, Employee and Volunteer**  
**Code of Ethics and Conflict of Interest Policy**

The Board of Trustees recognizes that sound, ethical standards of conduct serve to increase the effectiveness of the Board of Trustees, officers, employees, and volunteers. Actions based on an ethical code of conduct promote public confidence and the attainment Library goals. The Board of Trustees also recognizes its discretion under the provisions of the New York General Municipal Law and the Non-profit Revitalization Act of 2013 (Not-for-Profit Corporation Law Sections "715-AJJ & "715-BJJ), to adopt a Conflicts of Interest Policy setting forth the standards of conduct required of all trustees, officers, employees and volunteers.

The Board of Trustees is also committed to avoiding any situation in which the existence of simultaneous, conflicting interests of any trustee, officer, employee or volunteer may call into question the integrity of the management or operation of the Library. The Board affirms its commitment to adhere scrupulously to all applicable provisions of law regarding material conflicts of interest.

Definitions: Unless the context clearly provides otherwise, the terms set forth below shall have the following meanings:

(a) "Interest" means a direct or indirect pecuniary or material benefit accruing to a trustee, officer, employee or volunteer, or his or her relative, as defined below, whether as a result of a contract with the Library or otherwise. For the purpose of this policy, a Library trustee, officer, employee or volunteer shall be deemed to have an interest in the contract of:

- (I) A relative;
- (II) A related party;
- (III) A firm, partnership or association of which such trustee, officer employee or volunteer is a director, officer, member or employee;
- (IV) A corporation of which such a trustee, officer, employee or volunteer is an officer, director or employee;
- (V) A corporation of which more than five percent of the outstanding stock is owned by any such trustee, officer, employee, or his or her relative.

(b) "Trustee" means an elected or appointed member of the Board of Trustees. "Officer" means one of the trustees officers of the Board (President, Vice President, and Secretary. Pursuant to Education Law Section "226, subd. 7", trustees may not be compensated.

"Employee" means a compensated member of the staff of the Library.

"Key employee" means any person who is in a position to exercise substantial influence over the affairs of the Library, including the Director, Assistant Director, and the manager of the Business Office.

(c) "Relative" of an individual means his or her (i) spouse, ancestors, children, siblings, grandchildren, and spouses of brothers, sisters, children, grandchildren, and great-grandchildren; or (ii) a domestic partner as defined in section twenty-nine hundred ninety-four-a of the public health law.

(d) A "Related Party" means (i) any Trustee, officer, employee or volunteer of the Library or any affiliate of the Library (ii) any Relative or (iii) any entity in which any individual described in clauses (i) or (ii) of this subparagraph (d) has a five percent or greater ownership or beneficial interest or, in the case of a partnership, limited liability company or professional corporation, a direct or indirect ownership interest in excess of five percent.

(e) "Related Party Transaction" means any transaction, agreement or any other arrangement in which a Related Party has a financial interest and in which the Library or any affiliate of the Library is a participant.

(f) "Affiliate" means an entity controlled by, in control of, or under common control with the Library.

1. Gifts: No trustee, officer, employee or volunteer shall directly or indirectly solicit, accept, or receive any money or gift having a value of \$75 or more, whether in the form of cash, check, loan, credit, services, travel, entertainment, hospitality thing or promise, or any other form, under circumstances in which it could reasonably be inferred that the money or gift was intended to influence him or her in the performance of his or her official duties or was intended as a reward for any official action on his or her part. However, the Board welcomes and encourages the writing of letters or notes expressing gratitude or appreciation to staff members.
2. Confidential Information: No trustee, officer, employee or volunteer shall disclose confidential information acquired by him or her in the course of his or her official duties or use such information to further his or her personal interest. In addition, he or she shall not disclose information regarding any matters discussed in an executive session of the Board of Trustees regardless of whether or not such information is deemed confidential.
3. Representation Before the Board: A trustee, officer, employee, or volunteer shall not receive or enter into any agreement, express or implied, for compensation for services to be rendered in relation to any matter before the Board of Trustees.
4. Representation Before the Board for a Contingent Fee: A trustee, officer, employee, or volunteer shall not receive or enter into any agreement, express or implied, for compensation for services to be rendered in relation to any matter before the Board, whereby the compensation is to be dependent or contingent upon any action by the Board with respect to such matter, provided that this paragraph shall not prohibit the fixing at any time of fees based upon the reasonable value of the services rendered if otherwise authorized under law.
5. Disclosure of Interest in Matters before the Board: A member of the Board of Trustees and any officer, employee, or volunteer of the Library, whether paid or unpaid, who participates in the discussion or gives official opinion to the Board on any matter before the Board shall publicly disclose on the official record the nature and extent of any direct or indirect financial or other private interest he or she has in such matter. The term "interest" means a pecuniary or material benefit accruing to an officer or employee.
6. Disclosure of Interests in Contracts and Procedures Addressing a Conflict of Interest: To the extent known, any trustee, officer, employee or volunteer of the Library who has, or will have, or subsequently acquires any interest in any contract with the Library shall publicly disclose the nature and extent of such interest in writing to the Board of Trustees as well as to the Library Director as soon as he or she has knowledge of such actual or prospective

interest. The Board President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement, and the Board of Trustees shall determine if it can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances of not producing a conflict of interest, a majority of Trustees disinterested in the transaction or arrangement must determine that the transaction or arrangement is in the Library's best interest, for its own benefit, and is fair and reasonable. The outcome of the vote shall be recorded in the minutes.

7. Investments in Conflict with Official Duties: No trustee, officer, employee, or volunteer of the Library shall invest or hold any investment directly or indirectly in any financial, business, commercial or other private transaction that creates a conflict with his or her official duties.
8. Certain Real Property Interests Prohibited: No trustee, officer, employee or volunteer of the Library who has an interest in any real property, either individually or as an officer or employee of a corporation or partnership, shall participate in the acquisition or plan for acquisition of said property or any property adjacent to said property by Library. Any such person shall not be present at or participate in Board or committee deliberations or vote on any matter giving rise to such conflict. The term "participate" shall include the promotion of the site as well as the negotiation of the terms of the acquisition.
9. Conflicts of Interest Defined: A Conflict of Interest shall arise under circumstances where an trustee, officer, employee, or volunteer shall have an interest in any contract between the Library and any entity with which the Library has a relationship in which he or she is an officer, employee, director, trustee, member or owner when such trustee, officer or employee has the power to negotiate, prepare, authorize or approve the contract or authorize or approve payment thereunder, audit bills or claims under the contract, or appoint an officer or employee who has any of the powers or duties set forth above, or the chief fiscal officer, treasurer or his or her deputy or employee shall have an interest in a bank or trust company designated as a depository paying agent, registration agent or for investment of Library funds of which he or she is an officer, employee, director, trustee, member or owner.
10. Prohibited Conflicts of Interest: No trustee, officer or employee of the Library shall have an interest in any contract between the Library and a corporation or partnership of which he or she is an officer or employee when such trustee, officer or employee has the power to negotiate, prepare, authorize or approve the contract or authorize or approve payment there under, audit bills or claims under the contract, or appoint an officer or employee who has any of the powers or duties set forth above, and no chief fiscal officer, treasurer or his or her deputy or employee shall have an interest in a bank or trust company designated as a depository paying agent, registration agent or for investment of Library funds of which he or she is an officer or employee. Any such person shall not be present at or participate in Board or committee deliberations or vote on any matter giving rise to such conflict. The provisions of this action shall in no event be construed to preclude the payment of lawful compensation and necessary expenses of any Library trustee, officer or employee in one or more positions of public employment, the holding of which is not prohibited by law or of any necessary expenses of a volunteers previously authorized to be incurred.
11. Certain Prohibited Personnel Actions: No Library trustee, officer or employee shall hire, supervise, evaluate , promote, review or discipline any employee who is a relative or a

related party. In the event that marriage, promotion, or reorganization results in a situation whereby a Library employee becomes a relative of a Library trustee, officer or key employee trustee, officer or employee shall recuse himself/herself from all such discussions and actions with respect to such employee.

12. Private Employment: No Library trustee, officer or employee shall engage in, solicit, negotiate for or promise to accept private employment or render services for private interests when such employment or service creates a conflict with or impairs the proper discharge of his or her official duties.
13. Future Representation & Actions: No Library trustee or officer after leaving the Board or employee after the termination of service shall appear before the Board or any panel or committee of the Board, in relation to any case, proceeding, or application in which he or she personally participated during the period of his or her service or employment or that was under his or her active consideration. This shall not bar or prevent the timely filing by a present or former trustee, officer or employee of any claim, account, demand or suit against the Library on his or her own behalf or on behalf of any member of his or her family arising out of any personal injury or property damage or for any lawful benefit authorized or permitted by law.
14. Use of Library Property: No Library trustee, officer or employee shall use or permit the use of property, owned by or leased to the Library, for anything other than official purposes or for activities not otherwise officially approved by the Director and the Board of Trustees, except that the Director may authorize use of Library facilities by educational, charitable, and cultural groups.
15. Disclosure of "Related Party" Transactions: Trustees, officers, employees and volunteers shall disclose to the Board of Trustees the existence of a "related party transaction" as defined under Section "715" of the Non-profit Revitalization Act upon becoming aware of such circumstances.
16. Duty to Disqualify: It is incumbent upon any Library trustee, officer, employee **or volunteer**, whether paid or unpaid, to disqualify himself or herself immediately whenever the appearance of a conflict of interest exists.
17. Duty to Report Conflicts of Interest: In the event that a Library trustee, officer, employee or volunteer knows of or perceives a direct or indirect conflict of interest, he or she shall report known or perceived conflict of interest to the Board of Trustees.
18. Duty to Report Violations of this Policy: Any Library trustee, officer, employee, or volunteer noting or suspecting a violation of this policy shall report the matter to the Board of Trustees.
19. Documenting Conflict of Interest and Resolution: In the event that a Library trustee, officer or employee discloses the existence of a Conflict of Interest, the Board of Trustees shall document and set forth in the official minutes of the Board meeting the resolution of the conflict of interest, including the vote of the trustees. Any resolution of such conflict by the Board shall hold the Library's interest paramount, as well as maintain the Board's integrity in its governing role.
20. Written Statement Prior to Initial Election and Annually Thereafter: Immediately following election of a trustee or officer, and annually thereafter, trustees and officers shall complete,

sign and submit to the Secretary or President of the Board of Trustees a written statement identifying, to the best of the trustee's or officer's knowledge, any entity of which such trustee, officer or employee has a relationship, and any transaction in which the Library is a participant and in which the Trustee or officer might have a conflicting interest. The Secretary to the Board of Trustees shall provide a copy of all completed statements to the Board President. A copy of all such statements shall be kept on file in the Library's records.

Adopted: 9/23/14