

**ROCHESTER JOINT SCHOOLS CONSTRUCTION BOARD
CODE OF ETHICS POLICY
(REVISED SEPTEMBER 2014)**

PURPOSE

The Rochester Joint Schools Construction Board (the “Board”) was created by New York State to implement a Facilities Modernization Program (“FMP”). Specifically, Chapter 416 of the 2007 Laws of the State of New York (the “Enabling Legislation”) addressed the formation of the Board and authorized Phase I of the FMP. The Enabling Legislation was amended in June 2014 and authorized Phase 2 of the FMP. In fulfilling its duties, the Board acts as an agent of the City of Rochester and the Rochester City School District. Accordingly, the management and operation of the Board’s affairs shall be conducted in a manner that consistently supports and demonstrates the highest standards of ethical behavior and fiscal accountability. All members of the Board are expected to observe high ethical standards of conduct in the performance of their duties, comply and cause the Board to comply with all laws and regulations governing business transactions, and use and cause the Board to use funds and assets only for legal and appropriate public purposes.

This Code of Ethics Policy (the “Policy”) governs the day-to-day actions of all members of the Board, including, without limitation, the relationships between the Board and its vendors. This Policy is not intended and should not be interpreted to intrude unreasonably upon the privacy of any Board member, or to deny to any member the right to participate in government programs that are open to the general public.

**ARTICLE 1
POLICIES**

1. Conflict of Interest

A conflict of interest is defined as follows:

Any situation in which financial or other personal considerations may compromise or appear to compromise a Board member’s judgment. An actual, potential, or perceived conflict of interest occurs when a Board member is in a position to influence a decision that may result in a personal gain for that Board member or for a relative as a result of business transactions of the Board. For the purposes of this policy, a relative or immediate family member includes:

- (a) The Board member’s spouse or “significant other”;
- (b) Natural or adoptive parent, child or sibling;
- (c) Stepparent, stepchild, stepbrother or stepsister;
- (d) Father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law;

- (e) Grandparent or grandchild; or
- (f) Spouse of a grandparent or grandchild.

2. **Discharge of Duties**

In the course of performing his or her duties, members of the Board shall:

- (a) conduct services and business activities in a fair and objective manner for the public good (particularly the expenditure of public funds) and in a manner that prevents actual, potential, or perceived conflicts of interest;
- (b) disclose any actual or potential conflict of interest to the Board Chair, unless the matter involves the Chair, in which case he or she will make the required disclosure to the Vice Chair or other uninvolved Board member;
- (c) abstain from voting on matters where such member has an actual or potential conflict of interest and recuse themselves from discussion of those matters; and
- (d) support and encourage fellow members of the Board in the ethical execution of their duties.

3. **Specific Conduct**

- (a) In order to safeguard the activities of the Board, Board members shall follow Sections 2(b) and 2(c) above when they have interests, relationships, or activities in outside businesses or organizations that conflict or have the potential to conflict with the Board member's ability to act and participate in specific matters before the Board. A Board member is considered to have an interest, relationship, or activity in an outside business or organization if the Board member or any member of his/her immediate family holds any ownership in the business or organization or its property; furnishes goods or services to the business or organization; or is a creditor, employee, agent, officer, director, or consultant of the business or organization. Outside businesses or organizations include any person, firm, corporation, or government agency that sells or provides a service to the Board.
- (b) Board members may not solicit or accept personal gifts, gratuities, or entertainment with a value in excess of \$25 from individuals and firms with whom the Board does business, except to the extent such entertainment (including, without limitation, meals and other business-focused entertainment) involves the member's conduct of the Board's official business.
- (c) Consistent with the Board's Procurement Disclosure Policy, Board members cannot participate in impermissible contacts by vendors regarding current, pending, or future contracts. Impermissible contacts must be documented in the manner described in the Procurement Disclosure Policy. These requirements also apply to contacts made by others on behalf of vendors.

- (d) All Board materials, products, plans, ideas and data are the property of the Board and should never be provided to an outside firm or individual except through normal channels (i.e., a formal Freedom of Information Law request). Any improper transfer of material or disclosure of information, even though it is not apparent that a Board member has personally gained by such action, is prohibited.

4. Duty to Disclose

Each member of the Board shall have a duty to report to the Ethics Committee (as defined below) in writing any violation or possible violation of the terms of this policy.

**ARTICLE 2
ANNUAL STATEMENT**

On an annual basis, each member of the Board shall acknowledge and agree to comply with the terms and conditions of this Policy by completing and executing an acknowledgement and disclosure statement in substantially the form attached hereto as Exhibit A.

**ARTICLE 3
ETHICS COMMITTEE**

This policy recognizes that compliance with ethical standards relies primarily on personal integrity, and recognizes the integrity of Board members. However, in order that an offending case be discerned with certainty and corrected quickly, this Code of Ethics Policy also establishes a three-member standing Ethics Committee comprised as follows: the Chair of the Board shall serve as the chair of the Committee, the Vice Chair of the Board shall serve as the vice chair of the Committee, and the third member of the Committee shall be appointed by the Chair. In the event that the Chair and/or Vice Chair are involved in the specific issues to be determined, uninvolved member(s) of the Board shall assume the respective position(s) on the Committee for purposes of determining such issue.

The Ethics Committee shall interpret and make recommendations to the Board in regard to any question or purported violations of this policy and any statutory enacted ethics standards affecting members of the Board. The Committee shall convene as necessary upon request of any member of the Board. The Committee will be empowered to render opinions with respect to compliance with the ethical standards set forth herein and under the Enabling Legislation. At its discretion, the Ethics Committee may recommend appropriate action, which determination shall be binding upon the Board and its members. The Ethics Committee shall also review each Board member's annual statement and recommend appropriate action if necessary.

**ARTICLE 4
DISTRIBUTION OF THIS POLICY**

This Policy shall be distributed to each member of the Board annually. It shall also be distributed to each new member of the Board as soon as practicable following commencement of such position.

EXHIBIT A

ANNUAL STATEMENT

[See attached.]

ROCHESTER JOINT SCHOOLS CONSTRUCTION BOARD

ANNUAL STATEMENT

I, _____, acknowledge that I have received and understand the contents of the Code of Ethics Policy (the “Policy”) of the Rochester Joint Schools Construction Board (the “Board”). I further agree to comply with the terms and conditions of the Policy in my capacity as a member of the Board.

I am also listing below any existing or potential conflict(s) of interest that result from the Policy and I agree to take the action required by the Policy relating to these conflict(s) or relating to any conflict occurring in the future.

Signature

Date

