

**NEW YORK CITY WATER BOARD
CONFLICT OF INTEREST POLICY FOR MEMBERS AND OFFICERS**

Adopted October 21, 2015

INTRODUCTION AND PURPOSE

The New York City Water Board (the Board) has adopted this conflict of interest policy (the Policy) with respect to its Members and Officers. All Board Members and Officers should be provided with this Policy upon commencement of employment or appointment and required to acknowledge that they have read, understand and are in compliance with the terms of the Policy. Board Members and Officers should review on an ongoing basis circumstances that constitute a conflict of interest or the appearance of a conflict of interest, abide by this Policy, and seek guidance when necessary and appropriate.

This Policy is intended to supplement, but not replace, any applicable local, state, and federal laws governing conflicts of interest applicable to public authorities.

Required Filings: Board Members and Officers are required to file an annual disclosure report with the New York City Conflicts of Interest Board (the COIB) in the format prescribed by COIB pursuant to New York State Public Authorities Law and New York City's Annual Disclosure Law, as may be amended from time to time.

Conflicts of Interest: A conflict of interest is a situation in which the financial, familial, or personal interests of Board Member or Officer come into actual or perceived conflict with his or her duties and responsibilities with the Board. Perceived conflicts of interest are situations where there is the appearance that a Board Member or Officer can personally benefit from actions or decisions made in his or her official capacity, or where a Board Member or Officer may be influenced to act in a manner that does not represent the best interests of the Board. The perception of a conflict may occur if circumstances would suggest to a reasonable person that a Board Member or Officer may have a conflict. The appearance of a conflict and an actual conflict should be treated in the same manner for the purposes of this Policy.

A Board Member or Officer shall not be deemed to have an apparent or actual conflict of interest by virtue of his or her status as an official or employee of the City of New York or by his or her status as the owner of property, or affiliation with any organization that owns property, connected to the water and sewer system of the City of New York.

Board Members and Officers must conduct themselves at all times in a manner that avoids any appearance that they can be improperly or unduly influenced or that they are acting in violation of the public trust. While it is not possible to describe or anticipate all the circumstances that might involve a conflict of interest, a conflict of interest typically arises whenever a Board Member or Officer has or will have:

- A financial or personal interest in any person, firm, corporation, or association that has or will have a transaction, agreement or any other arrangement in which the Board participates.

- The ability to use his or her position, confidential information or the assets of the Board to his or her personal advantage.
- Solicited or accepted a gift of any amount under circumstances in which it could reasonably be inferred that the gift was intended to influence or could reasonably be expected to influence him or her in the performance of his or her official duties or was intended as a reward for any action on his or her part.
- Any other circumstance that may make or appear to make it difficult for the Board Member or Officer to exercise independent judgment and properly exercise his or her official duties.

If a Board Member or Officer has a question as to whether a conflict of interest exists, he or she may contact the COIB for clarification and advice.

PROCEDURES

Duty to Disclose: All material facts related to an actual or apparent conflict of interest, including the nature of the interest and information about a conflicting transaction, if any, shall be disclosed in good faith and in writing to the Board's Governance Committee and/or the Ethics Officer, except where a Board Member recuses himself or herself from all deliberations, votes, or internal discussion on matters relating to an actual or apparent conflict of interest. Such written disclosure shall be made part of the official record of the proceedings of the Board.

Determining Whether a Conflict of Interest Exists: The Governance Committee and/or Ethics Officer shall advise the individual, who appears to have a conflict of interest, on how to proceed. If unsure of how to proceed with a particular case, the Governance Committee and/or Ethics Officer should seek guidance from counsel or the COIB.

Recusal and Abstention: No Board Member or Officer may participate in any decision or take any official action with respect to any matter requiring the exercise of discretion, including discussing the matter and voting, when he or she knows or has reason to know that the action could confer a direct or indirect financial or material benefit on himself or herself, a relative, or any organization in which he or she is deemed to have an interest. Board Members and Officers must recuse themselves from deliberations, votes, or internal discussion on matters relating to any organization, entity or individual where their impartiality in the deliberation or vote might be reasonably questioned, and they are prohibited from attempting to influence other Board Members and Officers in the deliberation and voting on the matter.

Records of Conflicts of Interest: The minutes of the Board's meetings during which a perceived or actual conflict of interest is disclosed or discussed shall reflect the name of the interested person, the nature of the conflict, and a description of how the conflict was resolved.

Reporting of Violations: Board Members and Officers should promptly report any violations of this Policy to the Board's Chair, Executive Director, or Ethics Officer in accordance with the Board's Whistleblower Policy and Procedures.

Penalties: Any Board Member or Officer who fails to comply with this Policy may be penalized in the manner provided for in law, rules or regulations.