# RESOLUTION NO. 2015-02

**A Resolution of the Washington Multi-City Business License and Tax Portal Agency Executive Board amending the Portal Agency Operating Policies to add policies related to conflicts of interest for Board members and employees.**

**Whereas,** each of the members of the Washington Multi-City Business License and Tax Portal Agency ("Portal Agency") is a general purpose municipal corporation authorized by state law and subject to Chapter 42.23 RCW, and

**Whereas**, a code of ethics for the guidance of Board members and employees of the Portal Agency is necessary in order to prevent conflicts of interest in public office, to improve the standards of public service and to promote and strengthen the faith and confidence of citizens in the decision-making and operations of the Agency;

**Now Therefore,**

**BE IT RESOLVED by the Executive Board of the Washington Multi-City Business License and Tax Portal Agency:**

SECTION 1. The Executive Board hereby adopts conflict of interest policies for the Portal Agency as set forth in Exhibit A to this Resolution.

**ADOPTED this** 23rd **day of** March**, 2015.**

ATTEST:

**Washington Multi-City Business License and Tax Portal Agency Executive Board**
Seattle, Washington

**Board Secretary**

**Board Chair**

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**Board Secretary**

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## Conflict of Interest Policy

1. PURPOSE

   The purpose of this policy is to establish guidelines for ethical standards of conduct to govern Washington Multi-City Business License and Tax Portal Agency board members, agency staff, and any employees (hereafter referred to as Agency officials) in the performance of Agency business and the duties of their respective jobs. This policy is intended to provide positive direction in order to prevent potential conflicts of interest. This policy is not all encompassing in its definition of conflict of interest. Action deemed inappropriate by a reasonable person, whether specifically cited in this policy or not, shall be subject to inquiry under this policy.

2. DEFINITIONS

   The following definitions shall apply for purposes of this policy:

   A. "**Agency official**" is any Agency staff, Board member, or employee as defined below.

   B. "**Agency staff**" is any employee provided under a loaned staff agreement.

   C. "**Board member**" or "**Executive Board**" member is the individual representing a principal on the Executive Board, whether the Chief Financial Officer of such principal or his/her designated alternate.

   D. "**Business**" is any corporation, partnership, sole proprietorship, firm, enterprise, franchise, self-employed individual, consultant, holding company, joint-stock company, receivership, trust or any legal entity organized for profit.

   E. "**Employee**" is a person or persons employed on a full-time continuing basis by the Agency and, for the purpose of this policy only, and shall include part-time, intermittent or temporary workers. The term shall not include employees of Seattle who provide services or perform duties for the Agency pursuant to interlocal agreement, loaned staff agreement, between the Agency and Seattle. The term shall not include persons engaged or retained by the Agency pursuant to contract to perform consulting or special technical services.

   F. "**Gift**" is anything of economic value, but shall not include campaign contributions regulated by the provisions of chapter 42.17A RCW, informational materials exclusively for official or office use, memorials, trophies and plaques of no commercial value.

   G. "**Immediate family**" is an Agency official's spouse, domestic partner, child or the child of an Agency official's domestic partner, and other dependent relatives if living in his or her household.

   H. "**Interest**" is any direct or indirect monetary or material benefit accruing to an Agency official as a direct result of contracts or transactions which are or may be the subject of an official act or action by or with the Agency, except contracts or transactions which confer similar benefits to all other persons and/or property similarly situated. An Agency official shall not be deemed

to have an interest in conflict with his or her official duties for purposes of this code if the interest is remote.

I. "**Remote interest**" means:

I. That of a non-salaried officer of a nonprofit corporation;

II. That of a landlord or tenant of a contracting party; or

III. That of a creditor, debtor or ownership interest of less than one thousand five hundred dollars in a business entity which is a contracting party or as a holder of less than one percent of the shares of a corporation or cooperative which is a contracting party, whichever is less.

J. "**Program Manager**" is the chief operating officer for the Portal Agency appointed by and serving at the pleasure of the Executive Board.

3. BACKGROUND

In keeping with the policies declared by the State Legislature in enacting codes of ethics for municipalities, it is recognized that high moral and ethical standards among public officials and employees are essential to the conduct of government. A code of ethics for the guidance of Agency officials is necessary in order to avoid and prevent conflicts of interest in public office, to improve standards of public service and to promote and strengthen the faith and confidence of the citizens in the Agency. Agency officials are, therefore, obligated to treat their offices and duties as a public trust, using their official powers and duties and the resources of the Agency only to advance the public interest. It is expected that Agency officials will conduct their public and private actions and financial dealings in a manner that will present no actual or apparent conflict of interest between the public trust and their private interests.

This obligation requires that all Agency officials devote their best efforts and attention to:

A. Being independent and impartial in the exercise of their duties and avoiding actions that create even the appearance of using their positions for personal gain or private benefit.

B. Strengthening public confidence in the integrity of the Agency's decisions by demonstrating the highest standards of personal integrity, fairness, honesty and compliance with both the spirit and the letter of the law and this resolution.

C. Creating a work environment that is free from all forms of unlawful discrimination and harassment.

D. Managing human and environmental resources for the benefit and enjoyment of both current and future generations.

E. Conducting the public's business openly and, to the maximum extent consistent with existing law, resolving doubtful cases in favor of public access.

F. Serving the public with respect, concern, courtesy and responsiveness, recognizing that service to the public is the primary mission of government.

G. Promoting an environment of public trust free from fraud, abuse of authority and misuse of public property.

H. Protecting the integrity of the decision making process by recognizing and avoiding conflicts between public duties and private interests and activities.

I. Respecting and protecting privileged information to which Agency officials have access in the course of their official duties including, but not limited to, information provided in lawful executive sessions of the Board.

4. POLICIES AND PROCEDURES

A. Gifts

~~Each~~ No Agency official shall ~~refer to the definition and limits on~~accept any gifts ~~as described in the applicable ordinances and rules for the city that they represent~~.

B. Use of Agency Property

No Agency official shall request, use, or permit the use of Agency-owned vehicles, equipment, materials, or property for personal convenience or profit. Use is to be restricted to such services as are available to the public generally and for the conduct of official business.

C. Procurements

I. The Agency intends to conduct its procurements of work and for professional services with integrity, fairness and openness. Agency officials involved in Agency procurements shall not act or fail to act in any way which compromises the fairness of Agency procurements or which creates actual or apparent conflicts of interest. Agency officials are expected to use good judgment and to act in accordance with Agency policies, policies of the member jurisdiction, applicable laws, and the best interests of the Agency. The Program Manager for the Agency shall be the focal point for receiving and responding to communications from the public, potential bidders or proposers and other government staff and Board members concerning the procurement unless otherwise approved by the Board.

II. Agency officials directly involved in an Agency procurement process shall promptly identify any past or current personal, financial or business relationship with any firm, or principals associated with a firm, which submits bids or proposals to the Agency. Disclosure shall be made to the Program Manager for the Agency. Determination of the appropriate response, if any, shall be made by the Program Manager of the Agency with advice of legal counsel.

III. In the event a Board member receives information or requests for information from the public, potential bidders or proposers or other government staff concerning a competitively bid contract or a professional services procurement, the Board member ~~may~~shall:

a. Accept the information or inquiry and provide such information to the Board for response; or

b. Decline to discuss the information or to respond to the inquiry or complaint and instead refer the matter to the Agency Program Manager.

IV. Once a request for bids, request for qualifications or request for proposals is issued by the Agency, Agency officials are encouraged to decline meetings or informational exchanges with potential bidders or proposers. Requests for meetings or information should be referred to the Agency Program Manager.

V. If the information or an inquiry received by an Agency official indicates there may have been a violation of applicable laws, regulations, Board policies, member jurisdiction policies, or administrative procedures, the Board member should promptly refer such complaint, information, or inquiry to the Chair for response. Employees should consult with the Program Manager of the Agency. The Chair may direct the issue to the Program Manager of the Agency and/or legal counsel for response.

D. Conflicts of Interest

I. No Agency official shall engage in any act which is in conflict with the performance of his or her official duties for the Agency or knowingly use his or her office or position for personal or immediate family gain or profit.

II. Any Agency official shall be deemed to have a conflict of interest if the Agency official engages in any of the following activities:

a. Has or is seeking to advance or obtain contractual or other business or financial relationships with the Agency.

b. Conducts operations or activities regulated by the Agency.

c. Has interests which may be substantially affected by the Agency official's performance or non-performance of his or her official duties for the Agency.

d. Receives or has any financial interest in any sale or lease to the Agency of services, materials, equipment or property when such financial interest is received with the prior knowledge that the Agency intends to purchase, lease or contract for such services, materials, equipment, or property.

e. Participates in his or her capacity as an Agency official in the making of a contract in which he or she has a private pecuniary interest, direct or indirect, or performs in regard to such a contract some function requiring the exercise of discretion on behalf of the Agency.

f. Influences the Agency's selection of, or its conduct of business with, a corporation, person or firm having business with the Agency if the Agency official has financial interest in or with the corporation, person, or firm.

g. Engages in, accepts private employment from or renders services for private interests when such employment or service is incompatible with the proper discharge of official duties or would tend to impair independence of judgment or action in the performance of official duties for the Agency.

h. Appears on behalf of a private person, other than his or herself or an immediate family member or except as a witness under subpoena, before any regulatory governmental agency or court of law in an action or proceeding to which the Agency or an Agency member in an official capacity is a party, or accepts a retainer or compensation that is contingent upon a specific action by the Agency.

i. Discloses or uses, without legal authorization, confidential information concerning the property or affairs of the Agency in such a way as to benefit himself or herself or a member of his or her immediate family with respect to any contract or transaction which is or may be the subject of official action of the Agency.

j. Has a financial or personal interest in any action or decision coming before the Agency and participates in discussion with or gives an official opinion to the Agency unless:

i. The Agency official discloses on the record of the Agency the nature and extent of such interest or makes a good faith effort to comply with the disclosure requirement and procedures included within these policies, and

ii. It is confirmed that a conflict of interest does not exist or such interest is determined by the Agency to be immaterial.

III. Takes any action in the course of his or her official duties for the Agency in regards to providing service to specifically benefit the regulation or development of property or of a private business or enterprise in which the Agency official holds an interest in, directly or indirectly, for purposes of personal financial gain, investment or speculation provided, that this prohibition shall not apply to:

IV. Real property devoted to the personal use or residence of the Agency official or a member of the Agency official's immediate family, or

V. Any other interest in real property held by an Agency official on the date of enactment of these policies.

VI. Participates in a transaction involving the appointment, termination of appointment, promotion, demotion, discipline, approval of a salary increase or decrease or the supervision of the work of a member of their immediate family or any other person in whom the Agency official has a financial interest. The conflict of interest prohibitions of this Section shall not apply to activities between a consultant for the Agency or persons employed by or serving as subcontractors.

E. Conduct of Agency Officials

I. Agency officials will conduct themselves according to the rules of conduct below as they pertain to their public service for and on behalf of the Agency.

II. Agency officials shall maintain decorum in meetings and set an example of exemplary conduct when Agency officials represents the Agency. Agency officials shall conduct themselves so as not to bring disgrace or embarrassment upon the Agency.

III. Agency officials shall always represent that opinions stated are the Agency official's own and do not necessarily represent those of the Agency unless the Agency Board has voted and passed a resolution or motion that so states or clearly supports the expressed policy.

IV. No Agency official shall willfully make any false statement, certificate, mark, rating or report or in any manner commit any fraud, conceal any wrongdoing or knowingly withhold information about wrongdoing in connection with work-related conduct of any Agency official.

V. Agency officials shall devote their best efforts and attention to maintaining honest, open and civil communications at all levels of the Agency and with the public.

5. COMPLIANCE

A. In order to ensure that the personal and financial interest of Agency officials present no actual or apparent conflicts of interest when any matter in which an Agency official has a personal or financial interest comes before the Agency Board or its standing committees for action or recommendation, the Agency official shall promptly disclose the general nature and extent of such interest on the record of the meeting prior to any discussion or vote on the matter.

B. If a conflict of interest is confirmed through the process described in the next section, the Agency official shall disqualify himself or herself from discussion or voting upon the matter, and shall refrain from discussion or recommendation concerning the matter, if discussion or voting thereon would constitute a conflict of interest, or apparent conflict of interest, as described in this section or violate any other governmental law or regulation.

C. Any Agency official who is disqualified by reason of such conflict of interest shall, after having made the required disclosure set forth above, remove himself or herself from his or her customary seat, or teleconference, during such debate and leave the Board chambers until such time as the matter at hand, from which such Agency official has been disqualified, has been disposed of in the regular course of business. Any action taken by the Board or a committee related to such interest shall be by a vote sufficient for the purpose without counting the vote of the Agency official having the interest.

D. If an Agency official is uncertain whether he or she may have an actual or apparent conflict of interest concerning any matter which is proposed for discussion, action or recommendation by the Agency Board or one of its standing committees, the Agency official shall refrain from communicating with other Board members concerning the matter unless:

I. Such conflict has been disclosed as provided above at a public hearing of the Board or a standing committee and resolved by the chair of the meeting, or

II. Legal counsel of the Agency has been advised of the basis for the questioned actual or apparent conflict and has determined that no conflict of interest as defined by this resolution exists which would either require disclosure or deferral of any discussion, action or recommendation.

E. If during the course of discussion of matters by the Board or a standing committee, a Board member concludes that his or her continued participation may constitute an actual or apparent

conflict of interest which was previously unanticipated, he or she shall promptly inquire of the chair of the meeting ~~or~~ and Agency legal counsel~~, if in attendance,~~ whether or not disclosure as provided by this section is appropriate or required and proceed as directed by the chair ~~or~~ and legal counsel. The discovery and disclosure as provided herein of a previously unanticipated and unintended conflict of interest by a Board member or during his or her discussion of matters pending before the Board or a standing committee shall not disqualify the Board or committee from subsequently taking an action or making a recommendation.

F. If the Program Manager or an employee is uncertain whether he or she may have an actual or apparent conflict of interest they should not make a unilateral decision if there is any doubt, including his/her ability to impartially review a matter involving one's social contact, acquaintance, or friend. The Agency legal counsel should be consulted.

6. COMPLAINTS

The Executive Board shall insure the proper implementation of the code of Ethics and will investigate and report on alleged conflicts of interest. The Agency's legal counsel shall be available and shall serve as technical staff for the Board throughout the review process.

A. The Board shall meet within thirty (30) days after receipt of any written complaint.

B. The Board shall render opinions, in writing, concerning questions of ethics, conflicts of interest, and applicability of this Code of Ethics. The Board shall limit its scope to specific complaints and shall not go beyond matters relating to the complaint.

C. The Board shall investigate all formal written complaints, from any source, with regard to alleged violations of this policy if the complaint is determined to be sufficient by legal counsel. The Board may also defer investigation of the complaint to the member jurisdiction for the member who is the subject of the complaint.

D. In the course of its investigation, the Board may require any Board member or the Program Manager or request any other person to appear before the Board to give full information under oath and to produce books, memoranda, papers, documents, financial statements, receipts, canceled checks, or any other relevant information or data in the possession, custody, or control of the person ordered or requested to appear.

E. All witnesses required or requested to attend such hearings shall receive written notification, in person or by certified mail, of the time and place of the hearing at least fifteen days prior to the date fixed for attendance

F. Whenever an Agency official is under investigation for any alleged violation of this Code, he/she shall receive appropriate notice in writing from the Board at least fifteen days prior to any hearing. That Agency official shall also be entitled to be present, to examine and cross-examine witnesses, to be represented by counsel, and to call witnesses on his/her own behalf.

G. In order to protect the rights and reputation of persons who may be unjustly attacked or criticized and given the fact that investigations of complaints may serve as a prelude to further legal or disciplinary action, hearings concerning violations of this Code shall be conducted in

private to the extent permitted by state law; provided that, the person subject to the complaint may request that the hearings be conducted in public. A record of such proceeding shall, however, be made and retained.

H. Provided, however, that any Agency official who is the subject of a complaint may demand a public hearing. All hearings whether public or private shall be conducted under the guidelines established herein.

I. The Board shall render a written record of its findings upon conclusion of the investigation.

J. The record of the Board's written findings shall be open to public inspection unless:

   I. The information is exempt according to state law (RCW 42.56) and damage to individuals resulting from the release of the record would outweigh the public's need to know;

   II. The Board has determined in the conduct of any hearing or proceeding under its jurisdiction that it is reasonable to withhold information in order to protect individuals who may be unjustly or improperly accused or who may be disproportionately harmed or injured in their reputation, employment, or profession by any premature disclosure;

   III. Civil or criminal action by the Agency or any other governmental agency having jurisdiction may be pending.

7. REMEDY

A. If a board member is found to be in violation with these policies, the board may send a letter of admonishment to the member jurisdiction and seek a remedy in accordance with the Agency by-laws.

B. If the Program Manager is found to be in violation he or she will be subject to disciplinary action up to and including termination from employment; provided that, in the event that the Program Manager is a loaned employee, any disciplinary action shall be subject to and implemented in accordance with any agreements in place between the Agency and the employer of the Program Manager.

C. In the event the Board's findings disclose an apparent violation of any state law, a copy of the findings shall be filed with the Prosecuting Attorney of King County.

D. If the Board's findings disclose an apparent violation of any local law, then the Agency's legal counsel may prosecute by appropriate action of either a criminal or civil nature.

E. Any sufficient complaints regarding Agency employees shall be referred to the Program Manager of the Agency, who shall investigate the complaint and take appropriate action.

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f. Influences the Agency's selection of, or its conduct of business with, a corporation, person or firm having business with the Agency if the Agency official has financial interest in or with the corporation, person, or firm.

g. Engages in, accepts private employment from or renders services for private interests when such employment or service is incompatible with the proper discharge of official duties or would tend to impair independence of judgment or action in the performance of official duties for the Agency.

h. Appears on behalf of a private person, other than his or herself or an immediate family member or except as a witness under subpoena, before any regulatory governmental agency or court of law in an action or proceeding to which the Agency or an Agency member in an official capacity is a party, or accepts a retainer or compensation that is contingent upon a specific action by the Agency.

i. Discloses or uses, without legal authorization, confidential information concerning the property or affairs of the Agency in such a way as to benefit himself or herself or a member of his or her immediate family with respect to any contract or transaction which is or may be the subject of official action of the Agency.

j. Has a financial or personal interest in any action or decision coming before the Agency and participates in discussion with or gives an official opinion to the Agency unless:

i. The Agency official discloses on the record of the Agency the nature and extent of such interest or makes a good faith effort to comply with the disclosure requirement and procedures included within these policies, and

ii. It is confirmed that a conflict of interest does not exist or such interest is determined by the Agency to be immaterial.

III. Takes any action in the course of his or her official duties for the Agency in regards to providing service to specifically benefit the regulation or development of property or of a private business or enterprise in which the Agency official holds an interest in, directly or indirectly, for purposes of personal financial gain, investment or speculation provided, that this prohibition shall not apply to:

IV. Real property devoted to the personal use or residence of the Agency official or a member of the Agency official's immediate family, or

V. Any other interest in real property held by an Agency official on the date of enactment of these policies.

VI. Participates in a transaction involving the appointment, termination of appointment, promotion, demotion, discipline, approval of a salary increase or decrease or the supervision of the work of a member of their immediate family or any other person in whom the Agency official has a financial interest. The conflict of interest prohibitions of this Section shall not apply to activities between a consultant for the Agency or persons employed by or serving as subcontractors.

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5. COMPLIANCE

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B. If a conflict of interest is confirmed through the process described in the next section, the Agency official shall disqualify himself or herself from discussion or voting upon the matter, and shall refrain from discussion or recommendation concerning the matter, if discussion or voting thereon would constitute a conflict of interest, or apparent conflict of interest, as described in this section or violate any other governmental law or regulation.

C. Any Agency official who is disqualified by reason of such conflict of interest shall, after having made the required disclosure set forth above, remove himself or herself from his or her customary seat, or teleconference, during such debate and leave the Board chambers until such time as the matter at hand, from which such Agency official has been disqualified, has been disposed of in the regular course of business. Any action taken by the Board or a committee related to such interest shall be by a vote sufficient for the purpose without counting the vote of the Agency official having the interest.

D. If an Agency official is uncertain whether he or she may have an actual or apparent conflict of interest concerning any matter which is proposed for discussion, action or recommendation by the Agency Board or one of its standing committees, the Agency official shall refrain from communicating with other Board members concerning the matter unless:

I. Such conflict has been disclosed as provided above at a public hearing of the Board or a standing committee and resolved by the chair of the meeting, or

II. Legal counsel of the Agency has been advised of the basis for the questioned actual or apparent conflict and has determined that no conflict of interest as defined by this resolution exists which would either require disclosure or deferral of any discussion, action or recommendation.

E. If during the course of discussion of matters by the Board or a standing committee, a Board member concludes that his or her continued participation may constitute an actual or apparent

conflict of interest which was previously unanticipated, he or she shall promptly inquire of the chair of the meeting ~~or~~ and Agency legal counsel~~, if in attendance,~~ whether or not disclosure as provided by this section is appropriate or required and proceed as directed by the chair ~~or~~ and legal counsel. The discovery and disclosure as provided herein of a previously unanticipated and unintended conflict of interest by a Board member or during his or her discussion of matters pending before the Board or a standing committee shall not disqualify the Board or committee from subsequently taking an action or making a recommendation.

F. If the Program Manager or an employee is uncertain whether he or she may have an actual or apparent conflict of interest they should not make a unilateral decision if there is any doubt, including his/her ability to impartially review a matter involving one's social contact, acquaintance, or friend. The Agency legal counsel should be consulted.

6. COMPLAINTS

The Executive Board shall insure the proper implementation of the code of Ethics and will investigate and report on alleged conflicts of interest. The Agency's legal counsel shall be available and shall serve as technical staff for the Board throughout the review process.

A. The Board shall meet within thirty (30) days after receipt of any written complaint.

B. The Board shall render opinions, in writing, concerning questions of ethics, conflicts of interest, and applicability of this Code of Ethics. The Board shall limit its scope to specific complaints and shall not go beyond matters relating to the complaint.

C. The Board shall investigate all formal written complaints, from any source, with regard to alleged violations of this policy if the complaint is determined to be sufficient by legal counsel. The Board may also defer investigation of the complaint to the member jurisdiction for the member who is the subject of the complaint.

D. In the course of its investigation, the Board may require any Board member or the Program Manager or request any other person to appear before the Board to give full information under oath and to produce books, memoranda, papers, documents, financial statements, receipts, canceled checks, or any other relevant information or data in the possession, custody, or control of the person ordered or requested to appear.

E. All witnesses required or requested to attend such hearings shall receive written notification, in person or by certified mail, of the time and place of the hearing at least fifteen days prior to the date fixed for attendance

F. Whenever an Agency official is under investigation for any alleged violation of this Code, he/she shall receive appropriate notice in writing from the Board at least fifteen days prior to any hearing. That Agency official shall also be entitled to be present, to examine and cross-examine witnesses, to be represented by counsel, and to call witnesses on his/her own behalf.

G. In order to protect the rights and reputation of persons who may be unjustly attacked or criticized and given the fact that investigations of complaints may serve as a prelude to further legal or disciplinary action, hearings concerning violations of this Code shall be conducted in

private to the extent permitted by state law; provided that, the person subject to the complaint may request that the hearings be conducted in public. A record of such proceeding shall, however, be made and retained.

H. Provided, however, that any Agency official who is the subject of a complaint may demand a public hearing. All hearings whether public or private shall be conducted under the guidelines established herein.

I. The Board shall render a written record of its findings upon conclusion of the investigation.

J. The record of the Board's written findings shall be open to public inspection unless:

   I. The information is exempt according to state law (RCW 42.56) and damage to individuals resulting from the release of the record would outweigh the public's need to know;

   II. The Board has determined in the conduct of any hearing or proceeding under its jurisdiction that it is reasonable to withhold information in order to protect individuals who may be unjustly or improperly accused or who may be disproportionately harmed or injured in their reputation, employment, or profession by any premature disclosure;

   III. Civil or criminal action by the Agency or any other governmental agency having jurisdiction may be pending.

7. REMEDY

A. If a board member is found to be in violation with these policies, the board may send a letter of admonishment to the member jurisdiction and seek a remedy in accordance with the Agency by-laws.

B. If the Program Manager is found to be in violation he or she will be subject to disciplinary action up to and including termination from employment; provided that, in the event that the Program Manager is a loaned employee, any disciplinary action shall be subject to and implemented in accordance with any agreements in place between the Agency and the employer of the Program Manager.

C. In the event the Board's findings disclose an apparent violation of any state law, a copy of the findings shall be filed with the Prosecuting Attorney of King County.

D. If the Board's findings disclose an apparent violation of any local law, then the Agency's legal counsel may prosecute by appropriate action of either a criminal or civil nature.

E. Any sufficient complaints regarding Agency employees shall be referred to the Program Manager of the Agency, who shall investigate the complaint and take appropriate action.