

Chairperson Teager called the meeting to order at 6:13 P.M.

ROLL CALL:

Members Present - Michael Teager, Chairperson
Amy Carpenter, Vice-Chairperson
Teresa Funk
Lawrence Kavanaugh, Jr.
Rodney Montgomery

Absent - Jon Minear, Deputy Town Attorney
Amy Kobler, Town Clerk
Tina Hawthorne, Town Attorney

Disclosure Form Revision

Chairperson Teager shared copies of the disclosure form, attached, with suggested revisions highlighted in green and opened the discussion:

- ✓ The form applies to anyone doing business with the town regardless of where they are domiciled
- ✓ Added business name, address, and contact person information
- ✓ Compensation interest with a footnote for the definition
- ✓ Added new footnote regarding "compensation interest"

Questions and points for consideration:

- ✓ Could there be an instance where the town benefits by selecting a particular vendor
- ✓ Are "professional services" exempt – Chairperson Teager acknowledged the way the town's procurement policy is written professional services do not fall within the scope of the procurement policy; but regardless, any professional services, vendor, or contractor should fill out the disclosure form
- ✓ A minimum dollar amount could be set for annual submission
- ✓ Request a list of vendors and annual invoice amounts from the Finance Department
- ✓ Sole service providers could be exempt
- ✓ Insert the word "pecuniary" in front of "interest"; i.e., a monetary interest and removing footnote No. 8
- ✓ List out options for applicant to select the type of business entity: LLC, LLP, INC, etc.
- ✓ Put the section "The purpose of the Annual ..." through the end of number 2 at the beginning of the form
- ✓ Condense the list under Position Held into fewer rows, make an option Employee/Sales Representative
- ✓ Mr. Montgomery stated the type of business entity is for tax and legal purposes, it is not relevant for this disclosure form; less details on the form is a better option
- ✓ Change the annual submission date
- ✓ Add the department or town contact to the form

Procurement Policy

Questions and points for consideration:

- ✓ Where can the disclosure form be inserted into the procurement policy
- ✓ Remove the exception for professional services be from the procurement policy

Chairperson Teager would like any entity receiving payment to submit a disclosure form. Mr. Montgomery stated contracts will most likely be executed before the Ethics Board is able to review the disclosures. Chairperson Teager stated at this point the Ethics Code only requires independent contractors to complete a disclosure.

Ethics Code Revisions

Mr. Kavanaugh stated the term "independent contractor" is not defined in the code. Chairperson Teager referred to his suggested revisions, attached, for §13-5 of the code highlighted in pink – who is required to complete the form and two definitions. Ms. Funk would rather not list exceptions based on the type of business entity but placing an annual monetary threshold is a good idea. Chairperson Teager stated the proposed wording should make it clear.

Chairperson Teager stated if the Ethics Code is changed to state "any independent contractor hired by or vendor entering into a contract with the town is required to complete the form" there should be no question as to who is required to submit the form.

Chairperson Teager questioned if any exceptions for completing the form should be listed. Ms. Funk and Ms. Carpenter are in favor of setting a minimum dollar amount. Mr. Kavanaugh suggested a lower threshold for the initial submission, but a higher one for being required to renew annually. Secretary Martin provided an example of infrequent purchases for money counters the Town Clerk's office makes and questioned why the vendor would need to provide a statement for the years no purchases will be made. Ms. Martin suggested the Department Heads could review their purchases annually and cross off vendors that won't be used in the upcoming year.

Scheduling Adjustments

Chairperson Teager stated Ethics Board Attorney Minear will have an ongoing schedule conflict every other month and asked the members if the affected meetings should be changed or held without Mr. Minear present. The group agreed the already scheduled meetings should continue and Mr. Minear will attend every other month unless a complaint comes before the board and his presence is required.

ADJOURNMENT

Motion by Chairperson Teager, seconded by Ms. Carpenter, to adjourn the work session at 7:40 P.M.



Margaret A. Martin
Deputy Town Clerk/Secretary to the Ethics Board

TOWN OF WEST SENECA



ANNUAL STATEMENT OF DISCLOSURE FOR INDEPENDENT CONTRACTORS & VENDORS

FOR CALENDAR YEAR: _____

INSTRUCTIONS:

All individuals who have an ownership interest in a business entity, including, but not limited to, a corporation, limited liability company, partnership, sole proprietorship, or any other business entity organized under the laws of New York State, or authorized to do business in New York State, shall complete this form prior to signing a contract or entering into an arrangement with the Town to provide goods or services.

FILL OUT COMPLETELY:

BUSINESS ENTITY NAME: _____
(include type of entity (corp., LLC, PPL, partnership, sole proprietor))

BUSINESS ENTITY ADDRESS: _____ NY _____
(Street Address) (Town) (Zip Code)

YOUR NAME: _____
(Last) (First) (Middle initial)

ADDRESS: _____ NY _____
(Street Address) (Town) (Zip Code)

PHONE: _____ EMAIL: _____

POSITION HELD: Check all that apply to you _____

- Officer
- Director
- Manager
- Member
- Sales Representative
- Shareholder

OWNERSHIP INTEREST (yes or no, if yes, what percentage)¹: _____

COMPENSATION INTEREST (yes or no)²: _____

Please **list** any real property in the Town of West Seneca where you, as an individual³, own or hold any ownership interest⁴:

Please **list** any relatives employed by the Town of West Seneca or appointed to serve on a committee in the Town of West Seneca:

<u>Relative Name</u>	<u>Relationship</u>	<u>Position Held</u>

Relative – A spouse, parent, stepparent, sibling, step-sibling, sibling’s spouse, child, stepchild, uncle, aunt, nephew, niece or household member of a Town official, officer or employee and individuals having any of these relationships to the spouse of the Town official, officer or employee.

The purpose of this Annual Statement of Disclosure is to identify potential conflicts of interest before such conflicts occur. In answering the questions on this Annual Statement of Disclosure, the following definitions are critical:

1. Interest, as used in this Annual Statement of Disclosure, is defined as follows:

- A. Providing goods, influence, investment, property or service(s) to any person, business or entity for which compensation or benefit is expected or received; and

¹ Ownership Interest, includes, but is not limited to, the ownership of stock, membership units, silent partner, an ownership of a right to vote, or any other ownership interest, monetary or nonmonetary where one would receive a benefit from such business.

² Compensation Interest, includes, but is not limited to, one’s compensation, monetary or nonmonetary, being contingent, in whole or in part (e.g., commission, bonus, etc.), upon executing a business arrangement with the Town.

³ For the purpose of this section an individual shall be deemed to have an ownership interest when he or she individually maintains any ownership interest in real property, or (a) is an officer or director of a business entity that owns any interest in real property or (b) owns or controls stock of a corporate or business entity that owns any interest in real property, or (c) is a member of a partnership or limited liability company, which maintains any ownership interest in real property.

⁴ See footnote 1 above.

B. Holding ownership, title or right, individually⁵ or with others, to real property, within the Town of West Seneca.

2. Contract, as used in this Annual Statement of Disclosure, shall be defined in accordance with the Standard English usage.

Please answer the following questions.

1. Have you, your spouse/partner or relatives had any interest⁶ in any business or entity doing business with the Town currently or within the past twelve (12) months?

Yes: _____ No: _____

2. Have you, your spouse/partner or relatives had any interest in any contract made or executed by the Town of West Seneca within the past twelve (12) months?

Yes: _____ No: _____

If you answered yes to either of these 2 questions, describe the nature of the interest.⁷ Please attach an additional page if necessary.

List any position held in any other business, association or not-for-profit organization held by you, your spouse/partner or relatives that has or could in the future transact business with the Town of West Seneca.

<u>Business Name</u>	<u>Person Name</u>	<u>Nature of Business</u>

⁵ See footnote 3 above.

⁶ Interest, as defined in the Town of West Seneca's Code of Ethics § 13-2, is "[d]eemed to include the affairs of the official, officer or employee or their spouse, minor children and dependents, firm, partnership, or association in which such official, officer or employee is a member or employee; a corporation in which such official officer or employee is an officer, director, or employee; and a corporation of which any stock is owned or controlled directly by the official, officer or employee."

⁷ See footnote 6 above.

During the current year, if there are any changes in your answers to anything on this form, you must file an amended Annual Statement of Disclosure with the Town Clerk within thirty (30) days of such change.

I HEREBY CERTIFY THAT THE INFORMATION I HAVE PROVIDED IN THIS ANNUAL STATEMENT OF DISCLOSURE IS TRUE, CORRECT, AND COMPLETE. I HAVE REVIEWED THE CURRENT CODE OF ETHICS FOR THE TOWN OF WEST SENECA.

Date: _____

(Signature)

(Print Name)

(Return this form to the Town Clerk)

Current Language:

§ 13-5. Disclosure Statements

[...]

C. Any independent contractors hired by the Town to perform any work for the Town shall be required to file annual disclosure statements by March 31 of each year in a form set forth in Exhibit "B" attached hereto.

Proposed Starting Point for Revision:

C. Any independent contractor hired by, or vendor entering into a contract with, the Town to perform any work for the Town shall be required to file annual disclosure statements by March 31 of each year in a form set forth in Exhibit "B" attached hereto.

Exceptions for completing the annual disclosure form are as follows:

- (1) The vendor is a sole source provider (e.g., utility provider)
- (2) The contract does not exceed \$ ____ for the [year/duration/etc.?)
- (3)

Proposed Definitions to Add to WS Ethics Code § 13-2. Definitions and word usage.:

INDEPENDENT CONTRACTOR – A person or entity performing work for the Town as a contractor and receiving nonemployee compensation.

VENDOR – A person or entity selling goods or services to the Town under the terms of a contract.