

Pittsburgh Land Bank

Ethical Guidelines and Conflicts of Interests Policy and Procedures

As approved and adopted by the Board of Directors on October 14th, 2016.

Section 1. Purpose/Policy Objective.

1.1 Public Agency. The PLB is a public entity authorized by state law and created pursuant to Pittsburgh Ordinance 2014-25 (hereinafter referred to as the “Ordinance”).

1.2 Mission and Purpose. The mission of the PLB is to return unproductive real property to beneficial reuse, through an equitable, transparent, and public process, revitalize neighborhoods to strengthen the City’s tax base and support socially and economically diverse communities.

1.3 Policy Intent and Terms.

1.3.1 The intent of these PLB Ethical Guidelines and Conflicts of Interest Policies and Procedures (Ethics Policies) is to adopt strict ethical guidelines and to promulgate procedures for addressing and protecting against potential conflicts of interest for PLB Board members, employees, consultants, and independent contractors in accordance with the Ordinance.

1.3.2 The Ethics Policies include Conflicts of Interest Policies and Procedures that are intended to identify situations that present conflicts of interest and to provide procedures which, when observed, will allow the PLB to avoid any conflict between the personal interests of those who are associated with the PLB and the interests of the PLB in its dealing with any entity or individual that has, or seeks to have, any relationship with the PLB.

1.3.2 Definitions of capitalized terms in subsections, not section headings, are in Section 3.

Section 2. Statement of Values

2.1. Adherence to high ethical standards by the PLB Board members, employees, consultants, and independent contractors is central to the maintenance of public trust and confidence in the PLB.

2.2. The PLB Board members are each committed to maintaining the highest ethical standards in all of its operations. It is the PLB Board’s policy that PLB Board members, employees and independent contractors conduct themselves at all times in a manner that promotes public confidence in the integrity and impartiality of the PLB.

2.3. PLB Board Members should:

2.3.1 Uphold the integrity and independence of the PLB and properly administer the affairs of the PLB.

2.3.2 Promote decisions that benefit the public interest balanced with fiduciary duty of care and loyalty to the PLB.

2.3.3 Actively promote public confidence in the PLB.

2.3.4 Effectively and efficiently work with governmental agencies, political subdivisions, and other organizations to further the interests of the PLB.

2.4. PLB Board Members, Officers, and Employees of the PLB should:

2.4.1 Conduct and perform the duties of his or her public position diligently and promptly dispose of the business of the PLB.

2.4.2 Evaluate all procurement decisions falling within his or her responsibility, so that the best service or product for the needs of the PLB may be obtained, with due regard to cost, quality, and the applicable purchasing regulations.

2.4.3 Maintain a respectful attitude toward other public officers and employees.

2.4.4 Maintain truthfulness toward fellow officers, employees, and the general public regarding matters within his or her public responsibilities.

2.4.5 Faithfully comply with all laws and regulations applicable to the PLB, and/or to its officers and/or employees, and impartially apply them to everyone.

2.4.6 Accept the responsibility that his or her mission is that of servant and steward of the public.

2.5. PLB Board members, employees, and independent contractors shall not:

2.5.1 Use PLB funds, or make any significant use of PLB equipment or other assets, or of PLB compensated services, for electoral campaign purposes or other personal benefit of herself, himself, or another, rather than in furtherance of PLB governmental activities or interests.

2.5.2 Improperly influence or attempt to improperly influence another PLB Board member, officer or employee to act to the personal benefit of such first mentioned officer or employee.

2.5.3 Accept anything of value, from any source, which is offered to influence his or her action as a public officer or employee.

Section 3. Definitions.

3.1 "Contract or Transaction" is any agreement or relationship involving the sale or purchase of any interests in real property, goods, services, or rights of any kind, the providing or receipt of a grant or loan, the securing of any financial commitment, or the establishment of any other type of pecuniary relationship with the PLB. Notwithstanding the foregoing, a "Contract or Transaction" does not include a contract or transaction between the PLB and the City of Pittsburgh or a City of Pittsburgh affiliated entity, including, but not limited to, the Urban Redevelopment Authority of Pittsburgh.

3.2 "Board of Directors" or "Board" is the Board of Directors of the Pittsburgh Land Bank.

3.3 "Conflicts of Interest" is any situation described in Section 4.2.

3.4 "Employee" is an employee of the Pittsburgh Land Bank.

- 3.5 “Ethics Policies” are these Ethical Guidelines and Conflicts of Interest Policies and Procedures.
- 3.6 “Family Member” is a spouse, parent, child, brother, sister, or spouse of a child, brother, or sister of a Responsible Person.
- 3.7 “Financial Interest” is an ownership, property, leasehold, or other beneficial interest of any kind, in an entity, which, in view of all the circumstances, is substantial enough that it would affect a Responsible Person’s or Family Member’s judgment with respect to transactions to which the entity is a party. This does not include employment by a Responsible Person with the City of Pittsburgh or a City of Pittsburgh affiliated entity.
- 3.8 “Independent Contractor” is person who performs professional, scientific, technical, advisory or consulting services to the PLB for a fee, honorarium, or other compensation pursuant to a contract with the PLB.
- 3.9 “Member(s)” or “Member(s) of the Board” or “Board Member(s)” is(are) a member(s) of the Board of Directors of the Pittsburgh Land Bank appointed in accordance with.....
- 3.10 “Officer” is an a Member of the Board of Directors of the Pittsburgh Land Bank serving as an President, Vice-President, Secretary or Treasurer of the Board in accordance with the PLB Bylaws.
- 3.11 “Ordinance” is Pittsburgh Ordinance 2014-25 creating the Pittsburgh Land Bank.
- 3.12 “PLB” or “Land Bank” is the Pittsburgh Land Bank created by Pittsburgh Ordinance 2014-25.
- 3.13 “Responsible Person” is any person serving as a PLB board member, officer, employee, independent contractor, or representative of the PLB.

Section 4. Conflicts of Interest Policy and Procedures.

- 4.1 Policy Objective. A Responsible Persons shall avoid Conflicts of Interest.
- 4.2 For PLB purposes, the following circumstances shall be deemed to create Conflicts of Interest:
 - 4.2.1 Direct Interests. A Contract or Transaction between the PLB and a Responsible Person or Family Member.
 - 4.2.2 Indirect Interests. Any Contract or Transaction between the PLB and an entity in which a Responsible Person or Family Member has a Financial Interest or an entity of which a Responsible Person or Family Member is a compensated or uncompensated director, officer, agent, partner, associate, trustee, personal representative, receiver, employee, guardian, custodian, conservator or other legal representative.
 - 4.2.3 Gifts, Gratuities and Entertainment. A Responsible Person accepting gifts, entertainment or other favors from any individual or entity that:
 - (i) does or is seeking to do business with the PLB, or

(ii) has submitted an application to purchase or is purchasing or is seeking to apply and/or to purchase a parcel or parcels of real estate or to secure other commitments of property interests from the PLB under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Responsible Person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of the Land Bank.

4.3 Conflict of Interest Procedures.

- 4.3.1 Prior to Board review of an Contract or Transaction, a Board Member who knows he or she has a Conflict of Interest shall disclose all facts material to the Board, either at a meeting of the Board, or in a writing transmitted to the Board. The disclosure shall be reflected in the minutes of the next Board meeting. The Board Member with a Conflict of Interest shall not participate in any review, discussion or action related to the disclosed Conflict of Interest.
- 4.3.2 A Board Member who does not plan to attend a meeting at which he or she has reason to believe that the Board will act on a matter in which the person knows he or she has a Conflict of Interest shall disclose to the Board all facts material to the Conflict of Interest. The Board shall report the disclosure at the meeting, the disclosure shall be reflected in the minutes of the meeting.
- 4.3.3 Any Responsible Person who knows he or she has a Conflict of Interest shall not participate in the Board's discussions of the matter except to disclose material facts and to respond to questions. Such Responsible Person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.
- 4.3.4 Responsible Persons who are not Members of the Board, or who have a Conflict of Interest with respect to a Contract or Transaction that is not the subject of Board action, shall disclose to the Board any Conflict of Interest that such Responsible Person knows he or she has with respect to such Contract or Transaction. Such disclosure shall be made as soon as the Conflict of Interest is known to the Responsible Person. The Responsible Person shall refrain from any action that may affect the PLB's participation in such Contract or Transaction. The Board shall report the disclosure at its next meeting following the disclosure and be reflected in the minutes of that meeting. The Board shall determine if the interest is a disqualifying interest that requires the disqualification or nonparticipation of the Responsible Persons.
- 4.3.5 If it is not entirely clear whether or not a Conflict of Interest exists, then the Responsible Person with the potential conflict shall disclose the circumstances to the Board, who shall determine whether there exists a Conflict of Interest that is subject to this Policy.
- 4.3.6 Board Members who simultaneously serve as a member of another public body are recognized to be serving in multiple public capacities. They may ethically vote on both the PLB Board and on the other body, on a matter before both of the bodies.
- 4.3.7 To the extent permitted by law, and with appropriate disclosure, a Board Member may abstain from voting or disqualify himself or herself from other action in a situation that has been disclosed

and it has been determined there is no actual conflict of interest yet it may appear as if there is a conflict of interest. Engaging in an outside interest which only infrequently requires such an abstention or a disqualification from other action does not constitute either failure to faithfully perform the duties of the PLB Board or unethical conduct.

4.3.8 In addition, a Responsible Person, who is charged with a crime (including a summary offense), is required to report the charge to the PLB Counsel or Staff. Board members charged with a crime (including a summary offense) shall report the charge to the Board.

Section 5. Confidentiality.

5.1 Each Responsible Person shall exercise care to not disclose information, in whole or in part, acquired during his or her service as a Responsible Person and thereafter, including any information that might be adverse to the interests of the PLB. A Responsible Person may only use or permit the use of any information which he/she receives or to which he/she has access by virtue of his/her official duties for the purpose of carrying out PLB related duties, and for no other purpose whatsoever. Furthermore, a Responsible Person shall not disclose or use information relating to the business of the PLB for the personal profit or advantage of the Responsible Person or a Family Member.

Section 6. Continuing Duty to Review and Disclosure

6.1 Responsible persons have the continuing duty to review and assess his or her Conflicts of Interests and cooperate with the Board on the operation and enforcement of this Ethics Policies.

6.2 Responsible persons are encouraged to seek advice from PLB Counsel or staff when he or she has questions regarding his or her obligations or those of any other Responsible Person, or the applicability or meaning of any provision of this Ethics Policies.

6.3 Each Board member, employee and independent contractor shall annually affirm his or her commitment to this Ethics Code and assure the public of his or her impartiality by completing the "PLB Ethics Policy Statement and Disclosure Form (the "Ethics Form"). A copy of this form is included at the end of this Ethics Policy.

6.4 Each Responsible Person must, at the time of appointment, employment or engagement and annually thereafter, disclose the existence of any Conflict of Interest using the Ethics Form. Such disclosures shall be made as soon as practicable after the Board member, employee or independent contractor becomes aware of such interest.

6.5 Additionally, on an annual basis, each Board member and employee who meets the definition of "public employee" contained in Section 1102 of the Pennsylvania State Ethics Act, 65 Pa.C.S. § 1101 et seq. must file the Statement of Financial Interests required by Section 1104 of the Pennsylvania State Ethics Act.

6.6 The annual disclosure statements of Board members, employees and independent contractors shall be filed with the Executive Director and the Chairman of the Board and the disclosure statements of the Board members will also be filed with the appointing authority for each Board member.

6.7 These disclosure statements shall be open to inspection by the public during the tenure of the Board member, employee or independent contractor and for two (2) years after the expiration of their term, employment or contact with the Board.

6.8 This Policy shall be reviewed annually by the Board. Any changes to the Policy shall be communicated immediately to all Responsible Persons.

Section 7. Recusal

7.1 A Board member shall disqualify himself or herself and abstain from participating and voting in a proceeding in which his or her objectivity, impartiality, integrity or independence of judgment may be reasonably questioned, including, but not limited to, instances in which the member has engaged in or received an ex parte communication if the context and substance of the ex parte communication creates substantial doubt as to the individual's ability to act objectively, independently or impartially, or where the Board member knows that the member or the member's spouse, parent, brother, sister or child possesses any other substantial interest that could be materially affected by the outcome of the proceeding.

7.2 In particular, a Board member shall disqualify himself or herself in instances where the Board member has a personal bias or prejudice concerning a party that would affect their judgment in the matter.

Section 8. Post-Employment Restrictions.

8.1 A member of the Board who other discretionary authority which may affect or influence the outcome of an action, proceeding or decision of the Board may not:

8.2 Accept employment with an entity that is or has bid on a contract or professional service agreement for a period of two years after the termination of his or her appointment with the Board.

8.3 Appear before the Board in any hearing or proceeding or participate in any other activity on behalf of any entity that is or has bid on a contract or professional service agreement for a period of two years after termination of his or her appointment with the Board.

8.4 An independent contractor or an employee of an independent contractor whose duties substantially involve consultation with any entity that is or has bid on a contract or professional service agreement with PLB may not:

8.4.1 Be retained by the entity that is or has bid on a contract or professional service agreement with PLB for a period of one year after the termination of the contract with the Board.

8.4.2 Appear before the Board in a hearing or proceeding or participate in activity on behalf of any entity that is or has bid on a contract or professional service agreement or on behalf of an affiliate, intermediary, subsidiary or holding company thereof for a period of two years after the termination of the contract with the Board.

8.4.3 A Board member is prohibited from accepting employment with any entity that is or has bid on a contract or professional service agreement with PLB for a period of two years from the termination of his or her term of office with the Board.

8.4.4 A Board member is prohibited from appearing before the Board on behalf of any entity that is or has bid on a contract or professional service agreement with PLB for a period of two years after the termination of his or her term of office with the Board.

Section 9 Restricted Activities.

9.1 Political Activities. If, during his/her service on the board and/or in the 12 months prior to his/her appointment, any Board member has received any political contributions from a person(s) or entity that is bidding or has bid on a contract or professional service agreement with PLB, that Board member must recuse him/herself from a vote regarding that entity's contract or professional service agreement bid. When recusing themselves from the vote, the Board member must note their reason for recusal in the meeting minutes.

9.2 Non-Profit Organizational Activities. A Board member, employee or independent contractor may not solicit or accept funds for any charitable, educational, religious, health, fraternal, civic or other non-profit entity from any entity that is or has bid on a contract or professional service agreement.

A Board member, employee or independent contractor may serve as an officer, employee, or member of the governing body of a non-profit entity and may attend, make personal contributions to, and assist in the planning of or preside over the entity's fund raising events and permit his or her name to appear on the letterhead used for any such event, provided the letterhead lists only the Board member's, employee's or independent contractor's name and office or position in the non-profit entity.

9.3 Nepotism.

9.3.1 No PLB Board member shall unduly exert, negatively or positively, his/her influence to gain, or attempt to gain preferential treatment on behalf of an applicant for employment or advancement with the Authority.

9.3.2 No family member of an PLB Board member shall be permitted to obtain full-time employment with the Authority except where the family member is employed by PLB prior to the appointment of a related PLB Board member; where, after the PLB Board member has been appointed, an individual employed by PLB becomes a family member; where individuals were employees of PLB prior to the adoption of this Code; For good cause shown, as established under this Code, where PLB would suffer hardship as a result of the prohibition.

Section 10. Violations.

10.1 An employee who violates this Ethics Policies shall be subject to appropriate disciplinary action, ranging from reprimand to dismissal. Disciplinary action shall be instituted promptly against an employee who, while on or off duty, engages in serious misconduct that may bring the Board into disrepute.

- 10.2 An independent contractor who violates this Ethics Policies shall be subject to appropriate disciplinary action, ranging from reprimand to cancellation of their contract with the Board.
- 10.3 If a Board member is alleged to have committed a violation of this Ethics Policies, the remaining Board members shall discuss the alleged violation and refer the matter to the individual's appointing authority. The appointing authority may withdraw the appointment or remove the member from office.
- 10.4 A Board member whose appointment is withdrawn or has been removed from the Board and an employee or independent contractor whose employment or member, employee and independent contractor has been terminated for a violation of this Ethics Policies shall be ineligible for future appointment, employment or contacts with the Board.

Section 11. Specific Obligations.

- 11.1 It is the duty of each Board member, employee and independent contractor to refrain at all times from any criminal conduct and to cooperate with law enforcement officers in the proper performance of their official duties.
- 11.2 Each Board member, employee and independent contractor is prohibited from using or attempting to use his or her position with the Board to obtain unwarranted privileges or advantages for themselves or others.
- 11.3 Each Board member, employee and independent contractor shall refrain from any financial or business dealing that would tend to reflect adversely on the member's, employee's or independent contractor's objectivity, impartiality or independence of judgment.

Section 12. Pennsylvania State Ethics Act and State Adverse Interest Act.

- 12.1 This Ethics Policies incorporates the requirements of the Pennsylvania State Ethics Act, 65 Pa. C.S. § 1101 et seq., and the State Adverse Interest Act, 71 P.S. § 776.1 et seq. This Ethics Policies is in addition to the requirements of said Acts.