

## Sanchez, Rodzandra (COE)

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**From:** Diaz-Greco, Gilma M. (COE)  
**Sent:** Friday, December 09, 2016 1:40 PM  
**To:** Sanchez, Rodzandra (COE)  
**Subject:** Delleperch Joseph, prospective appointee to Children's Trust Board (Conflict of Interest, Voting Conflict) INQ 16-273

INQ 16-273 Joseph

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**From:** Centorino, Joseph (COE)  
**Sent:** Friday, December 09, 2016 12:37 PM  
**To:** 'delle.joseph@TD.com' <delle.joseph@TD.com>  
**Cc:** Imran Ali <imran@thechildrenstrust.org>; Susan Marian <susan@thechildrenstrust.org>; 'James R. Haj' <jhaj@thechildrenstrust.org>; RadiaTuray@gmail.com; Perez, Martha D. (COE) <perezmd@miamidade.gov>; Diaz-Greco, Gilma M. (COE) <Gilma.Diaz-Greco@miamidade.gov>  
**Subject:** INQ 16-273 Delleperch Joseph, prospective appointee to Children's Trust Board (Conflict of Interest, Voting Conflict)

Mr. Joseph:

You have inquired regarding whether your position as Senior Vice President of TD Bank would create any prohibited Conflict of Interest under the Miami-Dade County Conflict of Interest and Code of Ethics Ordinance or under the Code of Ethics Policy or by-laws of The Children's Trust in the event that you accept a pending appointment to The Children's Trust Board. It is known that the Children's Trust maintains an account at TD Bank which generally ranges between \$50 million and \$70 Million. In your management position at TD Bank your work is usually confined to accounts involving commercial entities, although you may occasionally deal with an account involving a not-for-profit organization. There is a separate unit at TD which processes government accounts, which is the unit that would usually deal with a government agency such as The Children's Trust. Other than your employer's financial connection to the Trust, you have no other financial or business ties with the Trust. You have no formal ties to any of the Social Services agencies that are connected to The Children's Trust, other than the fact that you do support on a personal level the work of some social services agencies. Additionally, Mr. James Haj, President and CEO of The Children's Trust, has indicated in his correspondence below that, in the event of your appointment to the Trust, you would not be assigned to the finance committee which oversees and makes decisions on the Trust's banking needs. Nonetheless, it may occur from time to time that an item pertaining to the Trust's banking activities may come before the Trust Board for a vote.

As a member of the Trust Board, you would be covered by an amalgam of ethics requirements, which can be confusing. The Trust itself has a Conflict of Interest and Code of Ethics Policy, as well as a set of By-laws each of which contain provisions regarding conflicts of interest. The Policy also states that Trust Board members are also covered by the State of Florida Statute on Voting Conflicts, Section 112.3143, Florida Statutes. The Trust Policy also designates the Miami-Dade Commission on Ethics and Public Trust for the interpretation and enforcement of its Conflict Policy, but does not adopt the Miami-Dade County Conflict of Interest and Code of Ethics Ordinance. In addition, the Trust's Conflict Policy in Section III D. of that document, contains an appearance of impropriety standard, "At all times, board members and staff will act in such a manner so as to avoid the appearance of impropriety." The latter standard is the highest ethical standard and usually does not apply to government agencies. It creates a heightened standard of ethics which places, on the individuals subject to it, the responsibility to evaluate one's actions at all times in view of this heightened standard. This heightened standard is included in the policies that are to be interpreted by this agency.

Following my review of these provisions and my discussion with you, I have concluded that there is no bar to your pending appointment to The Children's Trust Board. I do not see any ongoing or recurrent conflict or any prohibited conflict that would prevent you from serving. However, your management position in the bank that handles the Trust's

funds, and presumably other financial issues, does create some areas for you to be concerned and alert to the possibility of a voting conflict in the future. It is advisable, as Mr. Haj has indicated, that you refrain from any involvement with the Trust's finance committee. In the event that any issue connected in any way to the Trust's relationship with TD Bank should come before the Trust Board, I would advise yourself to recuse yourself. Even though you might not have any possible financial or other benefit that could affect you by the vote, the existence of the heightened "appearance of Impropriety" ethical standard should be sufficient for you to avoid any such vote and to properly recuse yourself. In addition, I advise you to avoid any connection, through your position at the bank, with the Trust's account there or with any other business dealings it may have at TD.

In the event that some circumstance arises that was not contemplated by you at the time of your appointment, please call us for an opinion.

Sincerely,

*Joseph M. Centorino*

Executive Director and General Counsel  
Miami-Dade Commission on Ethics and Public Trust  
19 W. Flagler Street, Suite 820  
Miami, FL 33130  
Tel: (305) 579-2594  
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**From:** James R. Haj [<mailto:jhaj@thechildrenstrust.org>]  
**Sent:** Wednesday, December 07, 2016 10:54 AM  
**To:** Centorino, Joseph (COE) <[Joseph.Centorino@miamidade.gov](mailto:Joseph.Centorino@miamidade.gov)>  
**Cc:** Imran Ali <[imran@thechildrenstrust.org](mailto:imran@thechildrenstrust.org)>; Susan Marian <[susan@thechildrenstrust.org](mailto:susan@thechildrenstrust.org)>  
**Subject:** RE: The Children's Trust

Joe: I understand you spoke to Muriel. Here is the additional information you requested. We will alert him that he is one of the candidates to fill the vacancy and to expect your call.

His name is Joseph Delleperch and he is a Senior Vice-President of TD bank: Phone: Cell: 305 332 1855; Office: 305 441 5692

In our interactions with TD bank he is not one of the assigned bank representatives on our account. From his resume he is responsible for portfolio growth through advising potential candidates. I don't anticipate that he will be handling our accounts.

Our deposits in the bank fluctuates and can range from \$50 to \$70 million.

We will ensure that he is not assigned to the finance committee which oversees and makes decisions on our banking needs etc.

Thanks for your help in helping to get this process completed.

Jim

**James R. Haj**  
President and CEO

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**From:** Centorino, Joseph (COE) [<mailto:Joseph.Centorino@miamidade.gov>]  
**Sent:** Wednesday, December 07, 2016 10:14 AM  
**To:** James R. Haj <[jhaj@thechildrenstrust.org](mailto:jhaj@thechildrenstrust.org)>  
**Cc:** Imran Ali <[imran@thechildrenstrust.org](mailto:imran@thechildrenstrust.org)>; Susan Marian <[susan@thechildrenstrust.org](mailto:susan@thechildrenstrust.org)>  
**Subject:** RE: The Children's Trust

Jim,  
We can certainly provide an opinion to the prospective appointee, but we would need much more information that probably only he could provide. It would be appropriate to suggest that he seek an opinion from us before assuming a position.  
Joe

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**From:** James R. Haj [<mailto:jhaj@thechildrenstrust.org>]  
**Sent:** Wednesday, December 07, 2016 9:50 AM  
**To:** Centorino, Joseph (COE) <[Joseph.Centorino@miamidade.gov](mailto:Joseph.Centorino@miamidade.gov)>  
**Cc:** Imran Ali <[imran@thechildrenstrust.org](mailto:imran@thechildrenstrust.org)>; Susan Marian <[susan@thechildrenstrust.org](mailto:susan@thechildrenstrust.org)>  
**Subject:** The Children's Trust

Hi Joe: I know we met briefly at our November meeting and once again my apologies for the mix up with your presentation. We have you scheduled for January and Muriel, our Clerk of the Board will be in contact to finalize with you.

On another note, we are in the process of reviewing potential candidates to fill an at-large vacancy on The Children's Trust board. One of the applicants is a Senior Vice-President of TD Bank, one of the banks with whom we have our accounts. We are seeking an opinion as to whether this person, if selected to serve on the board would have any potential conflict of interest. To help put this in perspective, we have a few board members whose organizations

receive funding from The Trust but recuse and abstain from voting on any items about their organizations when presented for consideration and approval.

Please advise.

Thank you

Jim

**James R. Haj**  
President and CEO

Tel: (305) 571-5700 Ext:555

Fax: (305) 857-9034

[jhaj@thechildrenstrust.org](mailto:jhaj@thechildrenstrust.org)



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