

Sanchez, Rodzandra (COE)

From: Diaz-Greco, Gilma M. (COE)
Sent: Thursday, August 18, 2016 10:22 AM
To: Sanchez, Rodzandra (COE)
Subject: Michelle Romano, Director of Procurement Management, Jackson Health Systems j (Voting Conflict, Section 2-11.1(v) and (j));Article III, Jackson Board By-laws) INQ 16-205

INQ 16-205 Romano

From: Ethics (COE)
Sent: Wednesday, August 17, 2016 3:04 PM
To: Romano, Michelle [JHS] <Michelle.Romano@jhsiami.org>; Ethics (COE) <ethics@miamidade.gov>
Cc: Costanzo, Rosa M <RCostanz@jhsiami.org>; Turay, Radia (COE) <Radia.Turay@miamidade.gov>; Perez, Martha D. (COE) <perezmd@miamidade.gov>; Diaz-Greco, Gilma M. (COE) <GDIAZGR@miamidade.gov>; Sanchez, Gerald (CAO) <gks@miamidade.gov>; Kirtley, Eddie (CAO) <kirtley@miamidade.gov>; Shy, Eugene (CAO) <eshy@miamidade.gov>
Subject: INQ 16-205 Michelle Romano, Director of Procurement Management, Jackson Health Systems j (Voting Conflict, Section 2-11.1(v) and (j));Article III, Jackson Board By-laws)

Ms. Romano:

You have inquired concerning whether a voting conflict of interest would be created in regard to the appointment of Meg Daly to the selection committee for the Marketing Services RFP at JHS. The inquiry is prompted by the following circumstances: 1) Ms. Daly is the CEO/President of Friends of the Underline, a non-profit organization, and one of the Directors of that organization, Josh Merkin, serves as Vice President of rbb Communications, one of the firms responding to the RFP; 2) rbb has donated services to Friends of the Underline, providing pro bono marketing services in the approximate value of \$25,000 to that organization. You have also informed that a member of the Public Health Trust (PHT) Board of Trustees sits as a member of this selection committee. Also, Ms. Daly has indicated that the CEO/President position she holds with the non-profit organization is unpaid.

A selection committee formed by a County agency is considered to be an advisory board of the county for the purposes of assessing a voting conflict of interest under Section 2-11.1(v) of the County Ethics Code. That section requires, for the purposes of determining a voting conflict, that the board member be directly affected by the action of the board **and** that the member have one of the following relationships with any of the persons or entities appearing before the board: (i) officer, director, partner, of counsel, consultant, employee, fiduciary or beneficiary; or (ii) stockholder, bondholder, debtor or creditor." It does not appear that Ms. Daly would be directly affected by the vote. The fact that a respondent is one of the Directors having supervisory authority over her as CEO of a non-profit organization (for which she receives no remuneration) may raise concerns regarding her ability to be impartial, that connection does not create a "direct" effect on Ms. Daly. Also, Ms. Daly, while being an officer of Friends of the Underline, is not barred from voting due to that relationship, since it is rbb Communications which is appearing before the board, and she has none of the indicated relationships with rbb.

As a member of a County selection committee, however, Ms Daly is subject to Section 2-11.1(j), which prohibits County personnel from having any employment "which would impair his or her independence of judgment in the performance of his or her public duties." It is a legitimate concern that Ms. Daly's position (which, though unpaid, is still a form of employment) and its relationship to that of a Director of the agency, who serves as Vice President of a company coming before the board and which has contributed services to her organization, could interfere with her independence of judgment in making a decision regarding that company's application under an RFP. Further, Article III, Section 3, of the PHT by-laws create a "heightened conflict of interest standard" for its board members, which includes even an "appearance of impropriety" level of scrutiny. Although the selection committee members themselves are not bound by

this heightened standard, the fact that one of the committee members is a Trustee who is bound by that heightened standard, causes me to look to that standard in connection with the activities of this board.

Based upon the apparent conflict between Ms. Daly's interest in maintaining a positive working relationship with the Vice President of abb, and the necessity that she exercise judgment entirely independent of any outside relationships as a member of this selection committee, it is my conclusion that she should not serve as a member of this board. Of course, this in no way implies any negative assessment of Ms. Daly's character or ethics, only a concern caused by the relationship that she brings to the board based upon her private position in a firm that has an officer serving in a closely related position to her private position.

Sincerely,

Joseph M. Centorino

Executive Director and General Counsel
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From: Romano, Michelle A [<mailto:Michelle.Romano@jhsMiami.org>]
Sent: Tuesday, August 16, 2016 6:10 PM
To: Ethics (COE) <ethics@miamidade.gov>
Cc: Costanzo, Rosa M <RCostanz@jhsMiami.org>
Subject: RE: Selection Committee Member Inquiry regarding possible COI

Hi Joe. No worries. We have had members of the PHT participate as selection committee members in other RFP's, however it is not done on a regular occasion. Please let me know if you have any other questions or if you would like to further discuss.

Thanks!

From: Ethics (COE) [<mailto:ethics@miamidade.gov>]
Sent: Tuesday, August 16, 2016 5:31 PM
To: Romano, Michelle A
Subject: RE: Selection Committee Member Inquiry regarding possible COI

Sorry to keep going at you like this, but the presence of a PHT member on the selection committee is important. Is that by procedure that a PHT member is on the selection committee, or is it just happenstance? Why is a PHT member on the board?

From: Romano, Michelle A [<mailto:Michelle.Romano@jhsMiami.org>]
Sent: Tuesday, August 16, 2016 4:38 PM
To: Ethics (COE) <ethics@miamidade.gov>; Ringholz, Judy <judith.ringholz@jhsMiami.org>
Cc: Costanzo, Rosa M <RCostanz@jhsMiami.org>
Subject: RE: Selection Committee Member Inquiry regarding possible COI

No worries. The estimated value of the initial term (3 years) is \$2.3M. Contract awards under \$3M do not require the PHT's approval and are approved by the Chief Procurement Officer under Delegated Authority.

It is important to note that there is one PHT Board member who will also sit on the Selection Committee as a voting member.

Please do not hesitate to let me know if you have any further questions or concerns.

From: Ethics (COE) [<mailto:ethics@miamidade.gov>]
Sent: Tuesday, August 16, 2016 4:26 PM
To: Romano, Michelle A; Ethics (COE); Ringholz, Judy
Cc: Costanzo, Rosa M
Subject: RE: Selection Committee Member Inquiry regarding possible COI

Thanks, again, Michelle.

One more question: What is the amount or approximate amount of the contract under consideration and will the Board of Trustees play any role in approving or reviewing the decision? Well, I guess that is two questions, so forgive me.

From: Romano, Michelle A [<mailto:Michelle.Romano@jhsMiami.org>]
Sent: Tuesday, August 16, 2016 3:25 PM
To: Ethics (COE) <ethics@miamidade.gov>; Ringholz, Judy <judith.ringholz@jhsMiami.org>
Cc: Costanzo, Rosa M <RCostanz@jhsMiami.org>
Subject: RE: Selection Committee Member Inquiry regarding possible COI

Hi Joe: Please see her response in the attached. Let me know if you need further clarification, she can also be available for further discussion if you like.

Thanks so much!

From: Ethics (COE) [<mailto:ethics@miamidade.gov>]
Sent: Tuesday, August 16, 2016 2:54 PM
To: Romano, Michelle A; Ringholz, Judy; Ethics (COE)
Cc: Costanzo, Rosa M
Subject: RE: Selection Committee Member Inquiry regarding possible COI

Thank you, Michelle. Regarding question #2, my intent was only to find out if Ms. Daly is generally under the direction or supervision of the board, i.e., whether the board has the right to hire and fire the CEO, evaluate the CEO's performance, etc., not whether it reviews any particular decision of the CEO. Perhaps you could get a clarification on that for me. Thanks.

Joe

From: Romano, Michelle A [<mailto:Michelle.Romano@jhsMiami.org>]
Sent: Tuesday, August 16, 2016 2:43 PM
To: Centorino, Joseph (COE) <CENTORI@miamidade.gov>; Ringholz, Judy <judith.ringholz@jhsMiami.org>; Ethics (COE) <ethics@miamidade.gov>
Cc: Costanzo, Rosa M <RCostanz@jhsMiami.org>
Subject: RE: Selection Committee Member Inquiry regarding possible COI

Hi Joe. Please see attached email with the responses from Ms. Daly (I have also copied them below in red). Please let us know if you need anything else. Thanks so much!

- 1)Is Ms. Daly's position as CEO/President at Friends of the Underline a paid position, and, if so, what is the salary and is it full or part time? **UNPAID FULL TIME**
- 2)Is her position at Friends of the Underline dependent on the Board of Directors and its supervision of her? **NOT IN THIS CASE OF ENGAGING RBB.**
- 3)What position at rbb does the employee/Director hold there? **VICE PRESIDENT, JOSH MERKIN**
- 4)What is the approximate value of the marketing services provided by rbb? **\$25K/YEAR**
- 5)What is the approximate annual budget of Friends of the Underline? **\$OVER \$500K**
- 6)Does the presentation team at rbb, that will be appearing before the selection committee, include anyone with whom Ms. Daly interacts at Friends of the Underline? **I know Christine well but is not our board. So, none of the presenters are on our board of directors.**
- 7)What does Friends of the Underline do generally and does it interact at all with PHT or its facilities? **WE DO NOT INTERACT WITH PHT**

From: Centorino, Joseph (COE) [<mailto:CENTORI@miamidade.gov>]
Sent: Tuesday, August 16, 2016 11:48 AM
To: Romano, Michelle A; Ringholz, Judy; Ethics (COE)
Cc: Costanzo, Rosa M
Subject: RE: Selection Committee Member Inquiry regarding possible COI

Ms. Romano:

Thanks for referring this issue to us, as it does present some issues that could amount to a conflict. Before rendering the opinion, however, I would like to get some background information regarding the following questions, if that is possible:

- 1)Is Ms. Daly's position as CEO/President at Friends of the Underline a paid position, and, if so, what is the salary and is it full or part time?
- 2)Is her position at Friends of the Underline dependent on the Board of Directors and its supervision of her?
- 3)What position at rbb does the employee/Director hold there?
- 4)What is the approximate value of the marketing services provided by rbb?
- 5)What is the approximate annual budget of Friends of the Underline?
- 6)Does the presentation team at rbb, that will be appearing before the selection committee, include anyone with whom Ms. Daly interacts at Friends of the Underline?
- 7)What does Friends of the Underline do generally and does it interact at all with PHT or its facilities?

Thanks for your help.

Joe Centorino

Joseph M. Centorino

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From: Romano, Michelle A [<mailto:Michelle.Romano@jhsiami.org>]

Sent: Tuesday, August 16, 2016 10:50 AM

To: Ringholz, Judy <judith.ringholz@jhsiami.org>; Ethics (COE) <ethics@miamidade.gov>; Centorino, Joseph (COE) <CENTORI@miamidade.gov>

Cc: Costanzo, Rosa M <RCostanz@jhsiami.org>

Subject: Selection Committee Member Inquiry regarding possible COI

Good Morning:

I hope this email finds you well. I am writing to seek your opinion on a potential conflict of interest. Meg Daly is the Founder of Friends of the Underline and will be participating as a voting selection committee member in the Marketing Agency Services RFP. She is not a Trust employee. Please see attached her Conflict of Interest Form in which she discloses the following as it relates to RBB Communications, one of the proposers for this RFP:

“Rbb provides pro bono marketing services to the 501c3 non-profit I run CEO and President of Friends of the Underline and an employee at RBB is on our Board of Directors”

Our question is if Ms. Daly should participate as a Selection Committee member for this RFP or if she recuse herself from the process?

Please let us know if you have any questions or concerns or if you would like to further discuss. The first selection committee meeting is scheduled for next Wednesday. If possible can we receive a response prior to week's end.

Thank you so much!

Michelle Romano, M.P.A.
Director
Procurement Management Department

Jackson Health System

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[Supplier Portal](#)

Jackson Health System is now using an electronic procurement solicitation system. Please access our Supplier Portal using the following link to review and respond to solicitations.

Please note that you will be able to view open solicitations by clicking on the BROWSE OPEN EVENTS link. In order to respond electronically to a solicitation, you will need to create a no fee account. You can create an account by clicking the following link: <http://www.jacksonhealth.org/vendors-supplier-portal.asp>

Please know that this does not take the place of the Public Health Trust's Vendor Registration which is required for the award of all contracts. The vendor registration application can be found on the JHS website via the following link: [Vendor Registration](#)

Jackson Health System is part of the Reprax vendor credentialing community. All vendors who wish to gain access to our facilities are required to register by visiting www.Reprax.com.