



MIAMI-DADE COMMISSION ON ETHICS AND PUBLIC TRUST

Overtown Transit Village North
701 Northwest 1st Court · 8th Floor · Miami, Florida 33136
Phone: (305) 579-2594 · Facsimile: (305) 579-0273
Website: ethics.miamidade.gov

MEMORANDUM

TO: Juana Leon, Administrative Services Manager
The Children's Trust

FROM: Loressa Felix, Staff Attorney
Commission on Ethics

SUBJECT: INQ 2022-77, Voting Conflict, §2-11.1(d)

DATE: May 4, 2022

CC: All COE Legal Staff

Thank you for contacting the Miami-Dade Commission on Ethics and Public Trust and requesting our guidance regarding possible voting conflicts of interest by The Children's Trust board members on Resolution 2022-E.

Background:

The Children's Trust Board (TCT) is an independent special district established by Miami-Dade County in Art. CIII, Sections 2-1521 through 2-1531 of the Miami-Dade County Code (TCT ordinance).

You have advised that Resolution 2022-E, recommending, "[a]uthorization to negotiate and execute a final contract renewal with Miami Dade College (MDC) for The Children's Trust Books for Free program¹, in a total amount not to exceed \$450,000.00, for a term of 12 months, commencing October 1, 2022, and ending September 30, 2023," will be considered at an upcoming meeting of TCT board.

You inquire on behalf of the below-listed TCT board members, regarding whether they would have a voting conflict of interest under Section 2-11.1(d) of the County Ethics Code or TCT

¹ The Children's Trust Books for Free program ensures young children (through age 8) have access to books to take home and keep at no cost from bookshelves placed in public spaces throughout Miami-Dade County. To administer the program, Miami Dade College (MDC) engages communities, businesses, volunteers, and the public sector to collect, sort, and categorize donated gently used and newly purchased books. MDC then distributes the books through 65 bookshelves maintained in public places where parents and children frequent, such as Women, Infant and Children offices and community organizations in under-resourced neighborhoods. This program has a minimum annual 15 percent match requirement in cash or in-kind resources from MDC. Recent rebranding of the program changed the program name from Read to Learn Books for Free, to the current name The Children's Trust Books for Free.

Conflict of Interest and Code of Ethics Policy/Bylaws, in voting or otherwise participating in Resolution 2022-E, Books for Free MDC.²

1. Pamela Hollingsworth is Sr. Vice President for Strategic Partnerships and Program Development for the Early Learning Coalition of Miami-Dade/Monroe (ELC). ELC has three kiosk locations for the Books for Free Program in its service centers to disseminate the books to children and their families.
2. Dr. Malou C. Harrison, PhD is an Executive Vice President and Provost at Miami-Dade College's North Campus. She is a designee from the MDC, appointed to the TCT Board by the MDC President.
3. Nelson Hincapie is the Miami-Dade County Mayor's appointee to The Children's Trust Board. Mr. Hincapie also serves as the new Executive Director of Miami Dade College Foundation, which raises essential private funds to support scholarships, academic programs and services to change the lives of MDC students, families and communities through the transformational opportunity of education.

Discussion:

This office may consider and opine on whether a TCT board member has a conflict of interest affecting his or her vote or participation in a funding allocation from TCT. *See* RQO 19-06.

TCT's Conflict of Interest and Code of Ethics Policy states, inter alia, that a board member shall not vote on any matter presented to the TCT Board if the member will receive a direct financial benefit from the board action. TCT's Bylaws also provides that, "Board members will act in such a manner to avoid the appearance of impropriety. No member shall serve as a staff member of any agency when The Children's Trust provides more than fifty (50) percent of the agency's budget, and The Children's Trust's funds may pay no portion of a Board member's salary."

There are no facts indicating that any of the board members will be receiving a direct financial benefit from board action, therefore, a conflict analysis under TCT rules is not applicable.

TCT is also bound by the Ethics Code. *See* RQO 19-06. The Ethics Code at Section 2-11.1(d), establishes a voting conflict if:

- 1) The board member has an enumerated relationship (officer, director, partner, of counsel, consultant, employee, fiduciary, etc.) with any entity affected by the vote;
- 2) The board member has an enumerated relationship with an entity affected and the matter would affect him or her in a manner distinct in which it would affect the public generally; and,

² Books for Free is a program of The Children's Trust in partnership with Miami Book Fair at Miami Dade College. The program is operated and funded through the Department of Cultural Affairs. TCT partners with MDC's Miami Book Fair, a cultural institutional initiative overseen by the MDC Department of Cultural Affairs, to get more (free) books in the hands of children.

- 3) The board member might, directly or indirectly, profit or be enhanced by the board action.³
See RQO 15-04.

An automatic voting conflict arises when the board member has a prohibited relationship with the entity *affected* by the Resolution.

In this instance, Dr. Malou C. Harrison is employed by MDC and Nelson Hincapie works for the Miami Dade College Foundation, the educational institution which has partnered with TCT for the Miami Book Fair's Books for Free MDC program. However, neither member is employed by the College's Department of Cultural Affairs, the entity *affected* by this Resolution and recipient of the funding. *See INQ 2021-38 and INQ 2021-74.*

Furthermore, there is no unique impact which would create a voting conflict. Notably, there are no facts indicating that either member might profit or be enhanced by the board action authorizing the execution of this contract with MDC; neither board member works in the specific departmental entity that will receive funding nor do they have any supervisory authority over employees of the MDC Department of Cultural Affairs program to be funded under this Resolution. *See INQ 2020-107 and INQ 2021-74.*

As to TCT board member Pamela Hollingsworth, she is not employed by MDC but in her role with ELC helped to bring about the Books for Free program kiosks in three ELC locations. ELC is not receiving funding from this Resolution. She does not have a prohibited enumerated relationship any entity affected by this Resolution; therefore, no voting conflict arises under this principle. It also does not appear that any special benefit will come to her by virtue of her relationship with ELC or MDC. Therefore, there is no unique impact which would create a voting conflict as Ms. Hollingsworth would not be affected by this vote in a matter distinct from the public generally. *See INQ 21-86.*

Opinion:

Based on the information provided herein, it does not appear that any of the listed TCT board members have a voting conflict. They do not have an enumerated relationship with the departmental recipient of the funds under this Resolution. They will not profit (directly or indirectly) or be enhanced by this vote, nor will either receive a special benefit in their professional capacities. Further, their voting and participation with regard to this Resolution would not raise the perception of an appearance of impropriety.

³ This section of the County Ethics Code applies to the Mayor and members of the Board of County Commissioners (BCC); however, by implication, members of The Children's Trust board may be included for purpose of analysis because, as an independent special district, the role and authority of TCT members mimics the role of the BCC, as ultimate decision-makers of contracts allocating funds such as the ones described herein.

This opinion is limited to the facts as you presented them to the COE and is limited to an interpretation of the County Ethics Code only and is not intended to interpret state laws. Questions regarding state ethics laws should be addressed to the Florida Commission on Ethics.

INQs are informal ethics opinions provided by the legal staff after being reviewed and approved by the Executive Director. INQs deal with opinions previously addressed in public session by the Ethics Commission or within the plain meaning of the County Ethics Code. RQOs are opinions provided by the Miami-Dade Commission on Ethics and Public Trust when the subject matter is of great public importance or where there is insufficient precedent. While these are informal opinions, covered parties that act contrary to the opinion may be referred to the Advocate for preliminary review or investigation and may be subject to a formal Complaint filed with the Commission on Ethics and Public Trust.