



STATE OF RHODE ISLAND

RHODE ISLAND ETHICS COMMISSION

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NOTICE OF OPEN MEETING

AGENDA

2nd Meeting

DATE: Tuesday, January 28, 2025

TIME: 9:00 a.m.

PLACE: Rhode Island Ethics Commission
Hearing Room - 8th Floor
40 Fountain Street
Providence, RI 02903

LIVESTREAM: The Open Session portions of this meeting will be livestreamed at:
<https://us02web.zoom.us/j/82415533972>

1. Call to Order.
2. Motion to approve minutes of Open Session held on January 7, 2025.
3. Director's Report: Status report and updates regarding:
 - a.) Complaints and investigations pending;
 - b.) Advisory opinions pending;
 - c.) Access to Public Records Act requests since last meeting;
 - d.) Financial disclosure;
 - e.) General office administration.

4. Advisory Opinions:

- a.) Nicole Renzulli, a former member of the Cranston City Council, requests an advisory opinion regarding whether she is prohibited by the Code of Ethics from accepting an appointment by the mayor of the City of Cranston to the Cranston Planning Commission, an unpaid position, within one year after leaving her position as a city council member. [Staff Attorney Papa]
- b.) Lauren E. Hill, chief legal counsel for the Rhode Island Commission for Human Rights, requests an advisory opinion regarding whether the Code of Ethics prohibits her from serving as a member of the Providence Housing Authority Board of Commissioners. [Staff Attorney Papa]
- c.) Kathryn M. Crowley, a member of the Cranston School Committee, requests an advisory opinion regarding whether the Code of Ethics prohibits her from participating in the collective bargaining negotiations with the Cranston teachers' union, and from voting to approve or reject the negotiated collective bargaining agreement, given that her daughter-in-law is employed as a guidance counselor in the Cranston School District and is a member of the local teachers' union. [Staff Attorney Papa]
- d.) Carlos Zambrano, the Director of Information Technology for the City of East Providence, requests an advisory opinion regarding whether the Code of Ethics prohibits him from attending an out-of-state IT security summit, with all expenses paid by the summit's organizer through sponsorship from various companies, including CrowdStrike whose antivirus software program the City of East Providence purchases through a city vendor. [Staff Attorney Papa]
- e.) Craig R. Committo, a member of the Tiverton Town Council, who in his private capacity is an electrician who owns and operates Committo Electric, requests an advisory opinion regarding whether he is prohibited by the Code of Ethics from having his electrical work for clients in Tiverton inspected by Tiverton's electrical inspector. [Staff Attorney Radiches]
- f.) Catherine A. McMahon, the assistant director of financial and contract management for the Rhode Island Department of Administration, requests an advisory opinion regarding whether she is permitted by the Code of Ethics to participate in discussions and recommendations relating to the state's potential use of additional credit card features offered by JPMorgan Chase, given that the Petitioner and members of her family own shares of stock in JPMorgan Chase. [Staff Attorney Radiches]

5. Motion to go into Executive Session, to wit:
 - a.) Motion to approve minutes of Executive Session held on January 7, 2025, pursuant to R.I. Gen. Laws § 42-46-5(a)(2) & (4).
 - b.) Motion to return to Open Session.
6. Report on actions taken in Executive Session.
7. New Business proposed for future Commission agendas and general comments from the Commission.
8. Motion to adjourn.

ANYONE WISHING TO ATTEND THIS MEETING WHO MAY HAVE SPECIAL NEEDS FOR ACCESS OR SERVICES SUCH AS A SIGN LANGUAGE INTERPRETER, PLEASE CONTACT THE COMMISSION BY TELEPHONE AT 222-3790, 48 HOURS IN ADVANCE OF THE SCHEDULED MEETING. THE COMMISSION ALSO MAY BE CONTACTED THROUGH RHODE ISLAND RELAY, A TELECOMMUNICATIONS RELAY SERVICE, AT 1-800-RI5-5555.

Posted on January 23, 2025

RHODE ISLAND ETHICS COMMISSION

Draft Advisory Opinion

Hearing Date: January 28, 2025

Re: Nicole Renzulli

QUESTION PRESENTED:

The Petitioner, a former member of the Cranston City Council, a municipal elected position, requests an advisory opinion regarding whether she is prohibited by the Code of Ethics from accepting an appointment by the mayor of the City of Cranston to the Cranston Planning Commission, an unpaid position, within one year after leaving her position as a city council member.

RESPONSE:

It is the opinion of the Rhode Island Ethics Commission that the Petitioner, a former member of Cranston City Council, a municipal elected position, is not prohibited by the Code of Ethics from accepting an appointment by the mayor of the City of Cranston to the Cranston Planning Commission, an unpaid position, within one year after leaving her position as a city council member.

The Petitioner is a former member of the Cranston City Council. She states that she was elected to that position in November 2020 and served two consecutive terms from January 2021 to January 6, 2025. She represents that the mayor of the City of Cranston has offered her an appointment to the Cranston Planning Commission upon the expiration of the Petitioner's city council term. The Petitioner states that the appointment does not require the advice and consent of the city council and that, pursuant to the Cranston City Charter, the members of the planning commission receive no financial benefit or remuneration for their service.¹ The Petitioner would like to accept an appointment to the planning commission and seeks guidance from the Ethics Commission regarding whether she may do so within one year after leaving her position as a city council member.

Pursuant to Commission Regulation 520-RICR-00-00-1.5.4 Municipal Official Revolving Door (36-14-5014) (Regulation 1.5.4), municipal elected officials and school committee

¹ The Petitioner notes that she is currently also the chairperson of the Cranston Parks and Recreation Commission, which is separate and distinct from the planning commission and the members of which also receive no financial benefit or remuneration for their service.

members are prohibited from seeking or accepting employment with any municipal agency in the same municipality, including service as an independent contractor or consultant, while holding office and for a period of one year after leaving municipal office. Notably, the Ethics Commission has determined that the receipt of compensation for services rendered is a necessary element in the application of Regulation 1.5.4. See A.O. 2013-11 (opining that an elected member of the Pascoag Fire District Board of Commissioners could not seek or accept a position as a volunteer firefighter in the same district while holding office as a commissioner, and for one year thereafter, because volunteer firefighters were paid for their services as independent contractors). However, the Ethics Commission has permitted a public official to accept an appointment that otherwise fell within the provisions of Regulation 1.5.4, provided that the appointment was to a volunteer position. See A.O. 2016-46 (opining that a member of Pawtucket City Council could accept appointment to the Pawtucket Water Supply Board, an unpaid position, within one year of the petitioner's official severance from his position as city councilor).

Here, the Petitioner states that the members of the planning commission are appointed by the mayor, without the advice and consent of the city council, and pursuant to the city charter, do not receive any financial benefit or remuneration for their service. Accordingly, it is the opinion of the Ethics Commission that the Code of Ethics does not prohibit the Petitioner from accepting an appointment to the Cranston planning commission within one year after leaving her position as city councilor.

This Draft Opinion is strictly limited to the facts stated herein and relates only to the application of the Rhode Island Code of Ethics. Under the Code of Ethics, advisory opinions are based on the representations made by, or on behalf of, a public official or employee and are not adversarial or investigative proceedings. Finally, this Commission offers no opinion on the effect that any other statute, regulation, ordinance, constitutional provision, charter provision, or canon of professional ethics may have on this situation.

Code Citations:

520-RICR-00-00-1.5.4 Municipal Official Revolving Door (36-14-5014)

Related Advisory Opinions:

A.O. 2016-46

A.O. 2013-11

Keywords:

Revolving Door

RHODE ISLAND ETHICS COMMISSION

Draft Advisory Opinion

Hearing Date: January 28, 2025

Re: Lauren E. Hill

QUESTION PRESENTED:

The Petitioner, chief legal counsel for the Rhode Island Commission for Human Rights, a state employee position, requests an advisory opinion regarding whether she is prohibited by the Code of Ethics from serving as a member of the Providence Housing Authority Board of Commissioners.

RESPONSE:

It is the opinion of the Rhode Island Ethics Commission that the Petitioner, chief legal counsel for the Rhode Island Commission for Human Rights, a state employee position, is not prohibited by the Code of Ethics from serving as a member of the Providence Housing Authority Board of Commissioners.

The Petitioner is the chief legal counsel for the Rhode Island Commission for Human Rights (RICHR). She explains that the RICHR, which was created by the Rhode Island General Assembly in 1949, “enforces the Rhode Island antidiscrimination laws in the areas of employment, housing, public accommodations, credit and delivery of services.”¹ (Emphasis omitted). The Petitioner explains that as chief legal counsel, she represents RICHR at all stages of litigation in state and federal courts; acts as a civil prosecutor in the review of housing discrimination complaints at RICHR hearings; provides legal counsel and assistance to the commissioners and RICHR staff members; negotiates settlements; tracks civil rights legislation or legislation that implicates RICHR and testifies before the Rhode Island General Assembly; drafts legislation concerning RICHR or antidiscrimination laws; and conducts outreach/training to the public on state and federal antidiscrimination laws.

In addition to her employment with the RICHR, the Petitioner would like to serve as a member of the Providence Housing Authority Board of Commissioners. She states that the board consists of 11 members, all of whom are appointed by the mayor of Providence. The Petitioner adds that board members receive a per diem compensation for their service

¹ <http://www.richr.ri.gov/about/index.php> (last visited Jan. 22, 2025).

on the board. She explains that the board typically meets once per month, on a weekday, after RICHR work hours, and that the meetings would not interfere with her state employment. The Petitioner states that the board governs the housing authority which is a quasi-governmental agency that “provides and develops quality and safe affordable housing opportunities and services to address the needs of Rhode Island residents.”² The housing authority owns and manages affordable public housing units and oversees the low-income rental assistance vouchers in the Providence area.³ The daily operation of the housing authority is overseen by an executive director who reports to the board.⁴

The Petitioner explains that RICHR does occasionally receive housing and employment discrimination charges against the housing authority. The Petitioner adds that, to her knowledge, the RICHR has not received a charge that specifically names the board; however, it is likely that the board members would be made aware of any charges against the housing authority. The Petitioner states that when a formal charge of discrimination is filed with the RICHR and forwarded to the respondent, an investigator conducts an impartial analysis of the evidence and attempts to resolve the matter informally. The Petitioner adds that if an informal resolution is not achieved, the investigator will draft a recommendation on the merits of the charge which is then reviewed by a member of the RICHR’s legal staff,⁵ depending on availability. Subsequently, the recommendation is forwarded to a RICHR commissioner for a formal ruling regarding whether there is “probable cause” or “no probable cause” with respect to the allegations of the charge. The Petitioner represents that, upon a finding of “probable cause,” the parties could choose to either proceed with an administrative hearing conducted by the RICHR or bring the matter to the Superior Court.⁶

The Petitioner states that she would not ordinarily be involved in the investigation of a charge, and she would have no knowledge of a case being investigated unless there was a legal question by the investigators. She further states that if a case is brought before the RICHR against the housing authority or its board members, she will recuse herself from the matter and the case would instead be reviewed by either the staff attorney or the RICHR executive director. The Petitioner also represents that she would likely recuse in her capacity as a housing authority board member from the review and discussion of matters

² <https://provhousing.org/about-pha/> (last visited Jan. 22, 2025).

³ See *id.*

⁴ *Id.*

⁵ The Petitioner notes that in addition to herself, there are two other attorneys employed by RICHR, specifically, a staff attorney and the executive director.

⁶ See also <http://www.richr.ri.gov/about/index.php> (last visited Jan. 22, 2025).

relative to complaints filed against the housing authority alleging housing or employment discrimination, unless the complaint is also filed against her in her capacity as a board member.

Finally, the Petitioner states that neither the RICHR nor she has any financial interest in the housing authority, and that the RICHR does not provide the housing authority with any funds or grant money. Given this set of facts, the Petitioner seeks guidance from the Ethics Commission regarding whether the Code of Ethics prohibits her from serving as a member of the housing authority's board of commissioners, while simultaneously employed by the RICHR as its chief legal counsel.

Under the Code of Ethics, a public employee may not participate in any matter in which she has an interest, financial or otherwise, which is in substantial conflict with the proper discharge of her duties and employment in the public interest. R.I. Gen. Laws § 36-14-5(a). A public employee will have an interest which is in substantial conflict with her official duties if she has a reason to believe or expect that a "direct monetary gain" or a "direct monetary loss" will accrue, by virtue of her official activity, to herself, her family member, her business associate, or any business by which she is employed or which she represents. R.I. Gen. Laws § 36-14-7(a). The Code of Ethics further provides that a public employee shall not engage in any employment that would impair her independence of judgment as to her public duties. § 36-14-5(b). A public employee also is prohibited from using her public position or confidential information received through her position to obtain financial gain for herself, her business associate, or any business by which she is employed or which she represents, other than that provided by law. § 36-14-5(d).

A "business" is defined in the Code of Ethics as "a sole proprietorship, partnership, firm, corporation, holding company, joint stock company, receivership, trust or any other entity recognized in law through which business for profit or not for profit is conducted." R.I. Gen. Laws § 36-14-2(2). A business associate is defined as "a person joined together with another person to achieve a common financial objective." § 36-14-2(3). A person is defined as "an individual or a business entity." § 36-14-2(7). The Ethics Commission has consistently concluded that the Code of Ethics does not consider public entities "businesses" or the relationship between a public official and a public body, such as a state, municipal, or quasi-municipal agency, to be that of "business associates." See, e.g., A.O. 2014-23 (opining that neither the Rhode Island Board of Education Council on Elementary and Secondary Education (CESE) nor Trinity Academy for the Performing Arts (TAPA) was considered a "business" under the Code of Ethics and, therefore, the petitioner's memberships on CESE and TAPA did not constitute business associations with those bodies).

The Ethics Commission has on numerous occasions considered these provisions of the Code of Ethics in similar situations involving public officials or employees wishing to simultaneously serve in dual or multiple public roles. The Ethics Commission has

consistently taken the position that the Code of Ethics does not generally bar public officials or employees from simultaneous service with, or employment by, multiple public entities. Rather, the Ethics Commission has opined that a determination must be made on a case-by-case basis regarding whether a substantial conflict of interest exists, in either public role, with respect to a public official or employee carrying out his or her duties in the public interest. See, e.g., A.O. 2018-13 (opining that an employee and tenant of the Providence Housing Authority could become a member of the housing authority's board of commissioners, but must recuse from commission matters that would financially impact her as an employee and/or tenant); A.O. 2009-27 (opining that the Code of Ethics did not prohibit the petitioner from simultaneously serving as a member of both the East Providence Planning Board and the East Providence Historic District Commission, in addition to being an East Providence police officer, as a substantial conflict of interest was not apparent, notwithstanding the existence of some overlap between the positions).

As an initial matter, the housing authority and its board, as well as the RICHR are public entities; thus, the Petitioner's service on or employment with either of those entities would not amount to either a "business association" with the entities, or to employment by a "business." Furthermore, the Petitioner represents that she would recuse in her capacity as chief legal counsel to RICHR from matters brought before RICHR against the housing authority or its board members. The Petitioner further represents that she would also recuse in her capacity as a housing authority board member from the review and discussion of matters relative to complaints filed against the housing authority alleging housing or employment discrimination unless the complaint is also filed against her in her capacity as a board member.

Here, based upon the Petitioner's above representations, and the review of pertinent provisions of the Code of Ethics and prior advisory opinions issued, there is no indication that the Petitioner's simultaneous service as chief legal counsel to the RICHR and as a member of the Providence Housing Authority's Board of Commissioners would present an inherent conflict of interest under the Code of Ethics or would impair her independence of judgment as to her public duties in either position. Therefore, it is the opinion of the Ethics Commission that the Petitioner is not prohibited by the Code of Ethics from simultaneously serving in both public positions.

However, the Petitioner is cautioned that if any matter should come before her as she is carrying out her duties in either of her public roles that present any other potential conflict of interest that is not otherwise contemplated in this advisory opinion, she should either recuse consistent with the provisions of R.I. Gen. Laws § 36-14-6 or seek further guidance from the Ethics Commission.

This Draft Opinion is strictly limited to the facts stated herein and relates only to the application of the Rhode Island Code of Ethics. Under the Code of Ethics, advisory opinions are based on the representations made by, or on behalf of, a public official

or employee and are not adversarial or investigative proceedings. Finally, this Commission offers no opinion on the effect that any other statute, regulation, ordinance, constitutional provision, charter provision, or canon of professional ethics may have on this situation.

Code Citations:

- § 36-14-2(2)
- § 36-14-2(3)
- § 36-14-2(7)
- § 36-14-5(a)
- § 36-14-5(b)
- § 36-14-5(d)
- § 36-14-6
- § 36-14-7(a)

Related Advisory Opinions:

- A.O. 2018-37
- A.O. 2014-23
- A.O. 2009-27

Keywords:

Dual Public Roles

DRAFT

RHODE ISLAND ETHICS COMMISSION

Draft Advisory Opinion

Hearing Date: January 28, 2025

Re: Kathryn M. Crowley

QUESTION PRESENTED:

The Petitioner, a member of the Cranston School Committee, a municipal elected position, requests an advisory opinion regarding whether the Code of Ethics prohibits her from participating in the collective bargaining negotiations with the Cranston teachers' union, and from voting to approve or reject the negotiated collective bargaining agreement, given that her daughter-in-law is employed as a guidance counselor in the Cranston School District and is a member of the local teachers' union.

RESPONSE:

It is the opinion of the Rhode Island Ethics Commission that the Petitioner, a member of the Cranston School Committee, a municipal elected position, is prohibited by the Code of Ethics from participating in the collective bargaining negotiations with the Cranston teachers' union, given that her daughter-in-law is employed as a guidance counselor in the Cranston School District and is a member of the local teachers' union. The Petitioner may, however, participate in the decision to accept or reject the union contract as a whole, provided that her daughter-in-law is impacted by the contract as a member of a significant and definable class of persons, and not individually or to any greater extent than any other similarly situated member of the class.

The Petitioner is a member of the Cranston School Committee, to which she was recently elected in November 2024. The Petitioner represents that her daughter-in-law is employed as a guidance counselor by one of the charter schools in the Cranston School District and is a member of the Cranston teachers' union. The Petitioner further represents that, prior to her retirement, the Petitioner was the East Providence superintendent of schools and has vast experience with contract negotiations. Therefore, she would like to serve on the school committee's negotiation team that will be involved in negotiating a new collective bargaining agreement between the school district and the Cranston teachers' union. Given this set of facts, the Petitioner seeks guidance from the Ethics Commission regarding whether she may participate in the school district's contract negotiations with the Cranston teachers' union and in the school committee's vote to approve or reject the negotiated contract with the union.

Under the Code of Ethics, a public official may not participate in any matter in which she has an interest, financial or otherwise, that is in substantial conflict with the proper discharge of her duties or employment in the public interest. R.I. Gen. Laws § 36-14-5(a). A public official will have an interest that is in substantial conflict with her official duties if she has reason to believe or expect that a direct monetary gain or a direct monetary loss will accrue, by virtue of her public activity, to the public official, any person within her family, her business associate, or any business by which she is employed or which she represents. R.I. Gen. Laws § 36-14-7(a). Further, § 36-14-5(d) prohibits a public official from using her position or confidential information received through her position to obtain financial gain, other than that provided by law, for herself, any person within her family, her business associate, or any business by which she is employed or which she represents.

Additionally, 520-RICR-00-00-1.3.1 entitled Prohibited Activities-Nepotism (36-14-5004) (Regulation 1.3.1) contains specific regulations aimed at curbing nepotism. Regulation 1.3.1(B)(4)(a) specifically addresses participation in collective bargaining/employee contracts and provides that “[n]o person subject to the Code of Ethics shall participate in negotiations relative to an employee contract or collective bargaining which addresses or affects the employment, compensation or benefits of any person within his or her family or a household member.” This blanket prohibition against involvement in contract negotiations is based on an understanding that, during negotiations, the impact of decisions as to individual components of a contract can be difficult to predict. For that reason, a public official’s participation in a contract issue that is seemingly unrelated to a family member can have a resulting impact on other areas of the contract that would directly affect the family member.

However, Regulation 1.3.1(B)(4)(b) provides that a person subject to the Code of Ethics may participate in a decision to accept or reject an entire employee contract or collective bargaining agreement that has been negotiated by others, provided that the person within his or her family or household member is impacted by the contract or agreement as a member of a significant and definable class of persons, and not individually or to any greater extent than any other similarly situated member of the class. The basis for allowing such participation is an assumption that a vote on an entire contract, once negotiated by others, is sufficiently remote from individual contract issues impacting a family member so as not to constitute a substantial conflict of interest in violation of the Code of Ethics.

The Ethics Commission has issued numerous advisory opinions interpreting Regulation 1.3.1. For example, in Advisory Opinion 2019-19, the Ethics Commission opined that a member of the Warwick School Committee was prohibited from participating in the negotiation of the teachers’ union contract, given that his mother was a member and officer of the teachers’ union. However, the petitioner could participate in the school committee’s discussion and decision-making relative to approving or rejecting the contract in its entirety once it had been negotiated by others. See also A.O. 2018-49 (opining that a member of

the Cumberland School Committee was prohibited from participating in the negotiation of the teachers' union contract, given that his spouse was a teacher with the Cumberland School Department and a member of the local teachers' union, but could participate in the vote to ratify the contract in its entirety, provided that his spouse would be impacted by the contract as a member of a significant and definable class of persons, and not individually or to any greater extent than any other similarly situated member of the class).

Here, the Petitioner's daughter-in-law is a "person within . . . her family," as that term is defined in Regulation 1.3.1(A)(2), and a member of the Cranston teachers' union that is a party to the collective bargaining agreement. Accordingly, based on the Petitioner's representations, the relevant provisions of the Code of Ethics, and prior advisory opinions issued, it is the opinion of the Ethics Commission that the Petitioner is prohibited from participating in the collective bargaining negotiations of the Cranston teachers' union contract. The Petitioner may, however, participate in the decision to accept or reject the teachers' union contract as a whole, provided that her daughter-in-law will be impacted by the contract as a member of a significant and definable class of persons, and not individually or to any greater extent than any other similarly situated member of the class.

Finally, although the Petitioner is permitted to participate in the discussion to approve or reject the contract as a whole, the Ethics Commission is aware that a general discussion can quickly devolve into a more narrow review of specific contractual provisions. The Petitioner must be vigilant to identify such instances where a general discussion to approve the contract begins to focus on individual contract provisions that are likely to financially impact her daughter-in-law. In such circumstances, the Petitioner must recuse from participating in such discussion consistent with the provisions of R.I. Gen. Laws § 36-14-6 of the Code of Ethics or seek further guidance from the Ethics Commission.

This Draft Opinion is strictly limited to the facts stated herein and relates only to the application of the Rhode Island Code of Ethics. Under the Code of Ethics, advisory opinions are based on the representations made by, or on behalf of, a public official or employee and are not adversarial or investigative proceedings. Finally, this Commission offers no opinion on the effect that any other statute, regulation, ordinance, constitutional provision, charter provision, or canon of professional ethics may have on this situation.

Code Citations:

§ 36-14-5(a)

§ 36-14-5(d)

§ 36-14-6

§ 36-14-7(a)

520-RICR-00-00-1.3.1 Prohibited Activities - Nepotism (36-14-5004)

Related Advisory Opinions:

A.O. 2019-19

A.O. 2018-49

Keywords:

Collective Bargaining

Negotiations

Nepotism

DRAFT

RHODE ISLAND ETHICS COMMISSION

Draft Advisory Opinion

Hearing Date: January 28, 2025

Re: Carlos Zambrano

QUESTION PRESENTED:

The Petitioner, the Director of Information Technology for the City of East Providence, a municipal employee position, requests an advisory opinion regarding whether the Code of Ethics prohibits him from attending an out-of-state IT security summit, with all expenses paid by the summit's organizer through sponsorship from various companies, including CrowdStrike whose antivirus software program the City of East Providence purchases through a city vendor.

RESPONSE:

It is the opinion of the Rhode Island Ethics Commission that the Petitioner, the Director of Information Technology for the City of East Providence, a municipal employee position, is not prohibited by the Code of Ethics from attending an out-of-state IT security summit, with all expenses paid by the summit's organizer through sponsorship from various companies, including CrowdStrike whose antivirus software program the City of East Providence purchases through a city vendor, given that neither the summit's organizer nor any of the sponsors are "interested persons" as to the Petitioner.

The Petitioner is employed by the City of East Providence as its Information Technology director. He states that he has served in that position since June 2024. The Petitioner identifies among his duties the following:

- managing and maintaining the IT budget;
- directing the everyday activities of the IT staff;
- overseeing cybersecurity efforts to safeguard the city;
- procuring and managing grants and awards related to technology;
- directing the repair, maintenance, and deployment of IT assets;
- identifying technology needs and recommending new technology adoption as needed;
- monitoring all technology asset usage and operation;

- evaluating IT compliance to current and future laws, regulations, and best practices; and
- coordinating with vendors and professional networks to evaluate and plan projects.

The Petitioner would like to attend the Midsize Enterprise IT Security Summit, a two-day, cyber security event to be held in March 2025, in Atlanta, Georgia. The summit is organized by The Channel Company and, according to its website, is dedicated to exploring ways to bolster IT security strategies with live keynotes and security briefings, interactive boardrooms and whiteboarding sessions, solution tracks, and networking events.¹ The Petitioner states that all of his expenses, including hotel stay, travel, meals, and participation in summit sessions, will be paid for by The Channel Company. The Channel Company is a global marketing firm focused on the technology industry, which the Petitioner describes as a hub for information and connection between IT vendors and end users. The Petitioner explains that, as the summit organizer, The Channel Company covers the expenses associated with attendance at the summit for everyone who meets certain qualifications and who, in turn, agrees to participate in all facets of the summit.² The Petitioner states that The Channel Company has no relationship with the City of East Providence and is not expected to have any future relationship with the city as the company does not provide any services or products that the city utilizes or expects to utilize.

The Petitioner represents that the summit has a number of different sponsors,³ one of which is CrowdStrike. The Petitioner states that the City of East Providence utilizes CrowdStrike's antivirus software program, a product that is purchased by the city from the Center for Internet Security (CIS), one of the city's vendors.⁴

The Petitioner notes that he has attended the summit in the past, prior to his employment with the city. The Petitioner states that The Channel Company ordinarily organizes two different conferences: one dedicated to IT and the current one dedicated to cyber security.

¹ See <https://event.thechannelco.com/mes-it-security/about> (last visited Jan. 13, 2025).

² See <https://event.thechannelco.com/mes-it-security/attend> (last visited Jan. 14, 2025).

³ The following are the sponsors listed on the summit's website: CyberFOX, Horizon3.ai, JumpCloud, ThreatLocker, CrowdStrike, SEI, CompassMSP, Safetica, LBMC, and ProcureIT. See <https://event.thechannelco.com/mes-it-security/sponsors> (last visited Jan. 14, 2025).

⁴ The Petitioner describes CIS as a non-profit entity that is a "trusted resource for cyber threat prevention, protection, response, and recovery for U.S. State, Local, Tribal, and Territorial government entities, and the Elections Infrastructure Information Sharing and Analysis Center."

The Petitioner explains that this summit will assist him in his duties with the city because the summit includes information about the most current trends in, and threats to, cyber security. The Petitioner represents that depending on the information presented at the summit, he could recommend in the future that the city use certain products sold by some of the sponsors of the summit, but this is currently just a hypothetical. Given this set of facts, the Petitioner seeks guidance from the Ethics Commission regarding whether he may attend the summit with all expenses paid by the organizer.

The Code of Ethics contains a “gift regulation” which provides that a public official shall not accept or receive any gift(s) or other thing(s) having either a fair market value or actual cost greater than \$25, but in no case having an aggregate fair market value or aggregate actual cost greater than \$75 in any calendar year. This includes, but is not limited to, the following: gifts, loans, rewards, promises of future employment, favors or services, gratuities or special discounts, from a single interested person, without the interested person receiving lawful consideration of equal or greater value in return. Commission Regulation 520-RICR-00-00-1.4.2(B) Gifts (36-14-5009) (Regulation 1.4.2). An “interested person” is defined as a person or a representative of a person or business “that has a direct financial interest in a decision that the person subject to the Code of Ethics is authorized to make, or participate in the making of, as part of his or her official duties.” Regulation 1.4.2(C).

Because the Petitioner is being offered items (hotel stay, travel, meals, and summit sessions) that are valued well in excess of twenty-five dollars (\$25), the key issue in determining whether Regulation 1.4.2 will prohibit his acceptance of the offered items is whether either the offering organization, The Channel Company, or the sponsoring businesses, including CrowdStrike, are “interested persons” with respect to the Petitioner. If so, then the Petitioner will be prohibited by the Code of Ethics from accepting travel-related reimbursements and other things of value. If not, then the Petitioner will be permitted to decide whether or not to accept them.

The Ethics Commission has, in prior advisory opinions, identified vendors and businesses doing business with public officials who possess decision-making authority over them as interested persons. *See, e.g.*, A.O. 2013-4 (opining that ProvPort, a non-profit corporation that operated the Port of Providence (Port) pursuant to an agreement with the City of Providence was an “interested person” as to the director of Economic Development for the city because the director was personally involved in renegotiating ProvPort’s lease with the city, and supervised the agency which had the authority to approve or reject ProvPort’s budget); A.O. 2012-3 (opining that vendors and businesses that did business with the City of Pawtucket were “interested persons” as to the various city officials who may have made decisions regarding those businesses, including the director of Administration and the director of Economic Development).

In contrast, in Advisory Opinion 2015-29, the Ethics Commission opined that the University of New Haven was not an “interested person” as to the commissioner of the Department of Public Safety and superintendent of the Rhode Island State Police because the university did not have an interest in any decision that the petitioner was authorized to make in his public capacity, did not have any current business relationship with the Department of Public Safety, and any future business dealings were hypothetical. See also A.O. 2015-13 (opining that a member of the Cranston City Council could accept a gift of cuff links, with a presumed value of more than \$25, which belonged to a former city council member and were given by that former city council member’s daughter, because the donor, a resident of Warwick who had no business relationship with the City of Cranston, was not an “interested person” as to the petitioner); A.O. 2004-7 (opining that a Providence City Council member could accept an invitation to travel to Taiwan as part of a sister city relationship between the cities of Providence and Kaoshiung, including the provision of round trip coach airfare, accommodations, meals, and local transportation, because the Kaoshiung government was not an “interested person” as to the petitioner, especially absent an express representation that the city council would be considering a matter financially impacting the foreign government).

Here, the facts represented by the Petitioner do not indicate that The Channel Company has an interest in any decision that the Petitioner is authorized to make as a director of IT for the city. The Petitioner states that The Channel Company does not have any current business relationship, nor is it expected to have such a relationship, with the city because the company does not provide any services or products that the city utilizes or expects to utilize. These facts as represented indicate that The Channel Company is not an “interested person” as to the Petitioner.

The Petitioner states that the city utilizes the CrowdStrike antivirus program purchased from the city’s vendor, CIS, but that CrowdStrike is not a vendor to the city. Rather, the Petitioner states that the city purchased a CrowdStrike product from a city vendor, CIS. Relying on these representations, we conclude that CrowdStrike is not an interested person as to the Petitioner.

Finally, the Petitioner represents that none of the other sponsors of the summit have a business relationship with the city and that any potential future business dealings with any of the sponsors based on the presentations at the summit are hypothetical. Therefore, the summit’s other sponsors are also not “interested persons” as to the Petitioner.

In summary, neither the organizer of the summit, who has offered to cover the Petitioner’s expenses associated with attending the summit, nor any of the summit sponsors are “interested persons” with respect to the Petitioner. Accordingly, based on the Petitioner’s representations, and review of the relevant provisions of the Code of Ethics and prior advisory opinions issued, it is the opinion of the Ethics Commission that the Petitioner is not prohibited by the Code of Ethics from attending the cyber security summit with all

expenses paid by the organizer of the event, The Channel Company, through sponsorship by various companies, including CrowdStrike.⁵

This Draft Opinion is strictly limited to the facts stated herein and relates only to the application of the Rhode Island Code of Ethics. Under the Code of Ethics, advisory opinions are based on the representations made by, or on behalf of, a public official or employee and are not adversarial or investigative proceedings. Finally, this Commission offers no opinion on the effect that any other statute, regulation, ordinance, constitutional provision, charter provision, or canon of professional ethics may have on this situation.

Code Citations:

520-RICR-00-00-1.4.2 Gifts (36-14-5009)

Related Advisory Opinions:

A.O. 2015-29

A.O. 2015-13

A.O. 2013-4

A.O. 2012-3

A.O. 2004-7

Keywords:

Gifts

⁵ The Petitioner also serves as a member of the City of Cranston Zoning Board of Review and, therefore, is required to file a yearly financial statement with the Rhode Island Ethics Commission. Accordingly, if the Petitioner attends the summit with all expenses paid by The Channel Company as described herein, he will be required to disclose the details of his out-of-state travel on his yearly financial statement for calendar year 2025.

RHODE ISLAND ETHICS COMMISSION

Draft Advisory Opinion

Hearing Date: January 28, 2025

Re: Craig R. Committo

QUESTION PRESENTED:

The Petitioner, a member of the Tiverton Town Council, a municipal elected position, who in his private capacity is an electrician who owns and operates Committo Electric, requests an advisory opinion regarding whether he is prohibited by the Code of Ethics from having his electrical work for clients in Tiverton inspected by Tiverton's electrical inspector.

RESPONSE:

It is the opinion of the Rhode Island Ethics Commission that the Petitioner, a member of the Tiverton Town Council, a municipal elected position, who in his private capacity is an electrician who owns and operates Committo Electric, is not prohibited by the Code of Ethics from having his electrical work for clients in Tiverton inspected by Tiverton's electrical inspector.

The Petitioner is a member of the Tiverton Town Council, having been elected to that position in November of 2024. Prior to his retirement on December 31, 2023, the Petitioner was a member of the Tiverton Fire Department who had achieved the rank of captain. In his private capacity, the Petitioner is a Rhode Island licensed electrician who owns and operates Committo Electric. He states that he performs residential electrical work in Tiverton and surrounding areas for individuals and contractors.

The Petitioner states that Tiverton's electrical inspector is appointed by the town administrator without the advice and consent of the town council. He further states that the electrical inspector's immediate supervisor is the town's building official, who is also hired by the town administrator without the advice and consent of the town council. The Petitioner explains that the electrical inspector receives as compensation a flat rate for a residential inspection and a portion of the electrical permit fee for a commercial inspection.

The Petitioner represents that the town's current electrical permit fees were established by the town council prior to the Petitioner's election to the town council, and that those fees are job dependent. He explains that there is a base fee of \$60 for a generic permit, and additional fees can accumulate based upon the nature of the electrical work to be

performed. He cites as examples of additional fees those associated with the wiring of electricity for a swimming pool, or the number of electrical switches to be installed for a particular job.

The Petitioner represents that he currently has two clients in Tiverton who are awaiting electrical inspections by the Tiverton electrical inspector of the work that the Petitioner has performed for them. For one client, the Petitioner is installing a generator; for the other client, the Petitioner is conducting an electrical service upgrade. The Petitioner describes the inspection procedure as follows: after the Petitioner pulls a permit to perform a particular job, an initial inspection by the electrical inspector take place. After the initial inspection, there will be a rough inspection, eventually followed by a final inspection. The Petitioner states that he is not always present during an inspection and that the electrical inspector's determinations are all communicated by a portal to which the Petitioner has access. The Petitioner further states that all inspections by the electrical inspector are pass/fail. It is under this set of facts that the Petitioner seeks guidance from the Ethics Commission regarding whether he may contact the electrical inspector to perform the necessary inspections for each of the projects on which the Petitioner is working for two Tiverton residents.

The Code of Ethics prohibits a public official from representing himself, or authorizing another person to appear on his behalf, before state or municipal agency of which he is a member, by which he is employed, or for which he is the appointing authority. R.I. Gen. Laws § 36-14-5(e)(1); 520-RICR-00-00-1.1.4(A)(1) Representing Oneself or Others, Defined (36-14-5016) (Regulation 1.1.4). Pursuant to Regulation 1.1.4(A)(1)(a) and (b), a person will represent himself before a state or municipal agency if he or, pursuant to his authorization and/or direction, another person "participates in the presentation of evidence or arguments before that agency for the purpose of influencing the judgment of the agency in his [] favor." Absent an express finding by the Ethics Commission that a hardship exists, these prohibitions continue while the public official remains in office and for a period of one year thereafter. § 36-14 5(e)(1) and (4).

In order to determine whether the aforementioned provisions of the Code of Ethics are implicated, the Ethics Commission must first ascertain whether the Petitioner is seeking to represent himself before a municipal agency of which he is a member, by which he is employed, or for which he is the appointing authority. If he is, the Petitioner will require a hardship exception from the Ethics Commission in order to proceed. See, e.g., A.O. 2024-8 (granting a hardship exception to a member of the Newport City Council permitting him to appear before the Newport Historic District Commission and the Newport Zoning Board of Review, both municipal agencies over which the city council has appointing authority, in order to request approval of repairs and renovations he had planned for a home that he had recently purchased in Newport). If he is not, then the Petitioner will not be prohibited by the Code of Ethics from contacting the electrical inspector to perform the

inspections for each of the projects on which the Petitioner is currently working for two Tiverton residents.

Here, the Petitioner in his capacity as a member of the town council is not the appointing authority for the town's electrical inspector. The hiring of the electrical inspector is the responsibility of the town administrator alone. Based upon the facts as represented, the Petitioner is not seeking to represent himself before a municipal agency of which he is a member, by which he is employed, or for which he is the appointing authority. Accordingly, it is the opinion of the Ethics Commission that the Petitioner is not prohibited by the Code of Ethics from contacting the electrical inspector to perform the inspections for each of the above-referenced projects on which the Petitioner is currently working. However, given the Petitioner's representation that electrical permit fees are established by the town council, and that the Petitioner's clients, who are his business associates, could potentially be directly financially impacted by the Petitioner's participation in the town council's adjustment of the existing electrical permit fees, if and when the subject of electrical permit fees comes before the town council while the Petitioner is a member of the town council, the Petitioner is advised to either recuse from participation in the matter consistent with the provisions of R.I. Gen. Laws § 36-14-6, or seek additional guidance from the Ethics Commission.

This Draft Opinion is strictly limited to the facts stated herein and relates only to the application of the Rhode Island Code of Ethics. Under the Code of Ethics, advisory opinions are based on the representations made by, or on behalf of, a public official or employee and are not adversarial or investigative proceedings. Finally, this Commission offers no opinion on the effect that any other statute, regulation, ordinance, constitutional provision, charter provision, or canon of professional ethics may have on this situation.

Code Citations:

§ 36-14-5(e)

§ 36-14-6

520-RICR-00-00-1.1.4 Representing Oneself of Others, Defined (36-14-5006)

Related Advisory Opinions:

A.O. 2024-8

Keywords:

Appointing Authority

RHODE ISLAND ETHICS COMMISSION

Draft Advisory Opinion

Hearing Date: **January 28, 2025**

Re: Catherine A. McMahon

QUESTION PRESENTED:

The Petitioner, the assistant director of financial and contract management for the Rhode Island Department of Administration, a state employee position, requests an advisory opinion regarding whether she is permitted by the Code of Ethics to participate in discussions and recommendations relating to the state's potential use of additional credit card features offered by JPMorgan Chase, given that the Petitioner and members of her family own shares of stock in JPMorgan Chase.

RESPONSE:

It is the opinion of the Rhode Island Ethics Commission that the Petitioner, the assistant director of financial and contract management for the Rhode Island Department of Administration, a state employee position, is permitted by the Code of Ethics to participate in discussions and recommendations relating to the state's potential use of additional credit card features offered by JPMorgan Chase, notwithstanding that the Petitioner and members of her family own shares of stock in JPMorgan Chase.

The Petitioner has been employed by the Rhode Island Department of Administration for 35 years. For approximately the past two years, she has served in the position of assistant director of financial and contract management. The Petitioner is currently assigned to the development of the new state financial system, which has a projected launch date of July 1, 2025. She identifies among her duties in that capacity serving as one of the lead contacts for the integration of the current state credit card program with Workday, a computer software company and state vendor. She explains that Workday provides the software that the state will use to develop new human resources and finance programs for use by all state employees, estimated to be 14,000 – 15,000 people. The Petitioner informs that the state contracts with JPMorgan Chase for all credit card services. She explains that the contract was awarded by the state's Division of Purchases and has been in place for many years.

The Petitioner represents that the state is considering the use of additional features available through Chase's credit card program. Specifically, the state may elect to issue virtual purchasing cards¹ (P-cards) to state employees to be used exclusively by those employees for out-of-state business travel and/or state purchases under \$500 (small purchases). The Petitioner states that she is one in a group of four people who will determine whether to recommend to the state's controller, and possibly the director of administration, whether the state's current contract with Chase should be extended to include the provision and use of P-cards.² The Petitioner states that, ultimately, the decision of whether to issue P-cards to state employees through Chase to be used exclusively for out-of-state business travel and small purchases will be made by the controller and/or the director of administration, and will depend upon whether Chase can successfully integrate with Workday. The Petitioner informs that the focus of her responsibility would be the potential integration of the P-card system into the new state financial system, which is still in the development phase.

The Petitioner states that she and her siblings each inherited 1,022 shares of Chase stock from their mother in 2010. The Petitioner explains that she is unsure of whether any or all of her siblings have sold any of their stock shares. She adds that one of her siblings has since purchased additional shares of Chase stock, but that she does not know, nor is she in a position to determine, the number of shares. The Petitioner represents that Chase stock shares are valued at \$239 each, and that she is paid annual quarterly dividends of approximately \$1,200 on her shares. The Petitioner's reported holdings in Chase stock constitute approximately .0000003624% of its outstanding shares, of which there are more than 2.8 billion. It is under this set of facts that the Petitioner seeks guidance regarding whether she is permitted by the Code of Ethics to participate in discussions and recommendations relating to the state's potential extension of its contract with Chase to include the issuance of virtual P-cards to state employees to be used exclusively for out-of-state business travel and small purchases.

A person subject to the Code of Ethics may not participate in any matter in which she has an interest, financial or otherwise, which is in substantial conflict with the proper discharge of her duties in the public interest. R.I. Gen. Laws § 36-14-5(a). A substantial conflict of interest occurs if the public official or employee has reason to believe or expect that she, any person within her family, her business associate, or any business by which she is

¹ The Petitioner explains that purchasing cards, also known as procurement cards, are used by companies to make business purchases.

² The Petitioner states that the group met on December 16, 2024, at which time the Petitioner was present, yet recused from participation pending receipt of an advisory opinion from the Ethics Commission regarding whether she could participate and remain in conformance with the Code of Ethics.

employed, will derive a direct monetary gain or suffer a direct monetary loss by reason of her official activity. R.I. Gen. Laws § 36-14-7(a). A public official or employee has reason to believe or expect that a conflict of interest exists when it is “reasonably foreseeable,” that is, when the probability is greater than “conceivably,” but the conflict of interest is not necessarily certain to occur. 520-RICR-00-00-1.1.5 Reasonable Foreseeability (36-14-7001). Additionally, a public official or employee may not use her office for pecuniary gain, other than as provided by law, for herself, any person within her family, her business associate, or any business by which she is employed or which she represents. § 36-14-5(d). A person within her family includes the Petitioner’s siblings. R.I. Gen. Laws § 36-14-2(1). A business associate is defined as “a person joined together with another person to achieve a common financial objective.” § 36-14-2(3). A person is defined as “an individual or business entity.” § 36-14-2(7).

In 2008, the Ethics Commission issued three advisory opinions providing guidance on the question of whether a public official’s stock holdings in a publicly traded entity triggered a recusal requirement under the provisions of the Code of Ethics cited above. In Advisory Opinion 2008-53, the Ethics Commission opined that while it may be a fair presumption that most, if not all, shareholders of a *privately* held business are capable of influencing the business’s financial objectives, this presumption would not accurately describe the relationship between a large, *publicly* traded corporation and its average shareholders. The petitioner in Advisory Opinion 2008-53 was a member of the Tiverton Zoning Board of Review who had inquired about her ability to participate in discussions and voting on a petition for a land use variance brought by CVS Caremark Corporation. The petition related to allowable signage and the implementation of a drive-thru pharmacy window at one of CVS’s retail locations. The petitioner owned 450 shares of CVS common stock, or .0000003125% of CVS’s 1.44 billion outstanding shares. The Ethics Commission determined that it would be incorrect to assert that the petitioner was a “business associate” of CVS as that term is defined in the Code of Ethics. Instead, the Ethics Commission’s analysis turned on whether the market value of the petitioner’s CVS stock, regardless of what it was, would likely be impacted by the decision of the zoning board. If so, then §§ 36-14-5(a) and (d) of the Code of Ethics would require her recusal.

In Advisory Opinion 2008-53, the Ethics Commission employed a “totality of the circumstances” analysis and looked at a number of factors, including the predictable change in market value of the petitioner’s financial interest given the governmental decision to be made; the nature and importance of the petitioner’s role in the matter, including the amount of discretion involved; and other relevant factors such as the importance of the petitioner’s participation, and whether adjustments could be made to her duties to reduce any appearance of impropriety. Applying these factors to that case, the Ethics Commission determined that it was unlikely that CVS’s stock price would be impacted by the petitioner’s participation in the zoning board’s decision relative to signage and a drive-thru pharmacy window at one of CVS’s approximately 6,200 retail stores. Thus, considering the totality of the circumstances, the Ethics Commission opined that it

was not reasonably foreseeable that the decision of the zoning board relative to CVS's variance application would financially impact the petitioner. Nor was the petitioner's interest in CVS so substantial as to be deemed likely to affect the integrity of her public service or the decision of the zoning board. Accordingly, it was the opinion of the Ethics Commission that the Code of Ethics did not require the petitioner to recuse from the zoning board's consideration of CVS's request for a variance. See also A.O. 2008-59 (opining that the zoning officer for the City of Woonsocket could participate in a hearing before the city's zoning board on a petition for a variance brought by CVS Caremark Corporation, notwithstanding that the petitioner owned 400 shares of CVS common stock); A.O. 2008-57 (opining that a member of the Woonsocket Zoning Board of Review could participate in discussions and voting on a petition for a variance brought by CVS Caremark Corporation, notwithstanding that the petitioner owned 200 shares of CVS common stock).

Applying the "totality of the circumstances" analysis above, the instant Petitioner is a member of a small group of people who will meet to determine what recommendation to make to the state's controller, and possibly the director of administration, regarding whether to extend the state's use of Chase services to include the issuance of virtual P-cards to state employees for to be used exclusively for out-of-state business travel and small purchases. The Petitioner owns 1,022 shares of Chase stock, valued at \$239 each, and is paid annual quarterly dividends on the stock of approximately \$1,200. The Petitioner's holdings in Chase stock constitute approximately .0000003624% of its outstanding shares, which total more than 2.8 billion. Under these circumstances, it is not reasonably foreseeable that Chase's share price will be impacted by the state's ultimate decision about whether to have Chase provide virtual P-cards to Rhode Island state employees to be used exclusively for out-of-state travel and for small purchases, much less the Petitioner's role in forming a recommendation to the state regarding that decision. Additionally, based on the facts as represented, it is similarly not reasonably foreseeable that any of the Petitioner's family members would be directly financially impacted by the Petitioner's proposed official activity. Accordingly, it is the opinion of the Ethics Commission the Petitioner is permitted by the Code of Ethics to participate in discussions and recommendations relating to the state's potential use of additional Chase services to issue virtual P-cards to state employees to be used exclusively for out-of-state business travel and for small purchases.

This Draft Opinion is strictly limited to the facts stated herein and relates only to the application of the Rhode Island Code of Ethics. Under the Code of Ethics, advisory opinions are based on the representations made by, or on behalf of, a public official or employee and are not adversarial or investigative proceedings. Finally, this Commission offers no opinion on the effect that any other statute, regulation, ordinance, constitutional provision, charter provision, or canon of professional ethics may have on this situation.

Code Citations:

§ 36-14-2(1)

§ 36-14-2(3)

§ 36-14-2(7)

§ 36-14-5(a)

§ 36-14-5(d)

§ 36-14-7(a)

520-RICR-00-00-1.1.5 Reasonable Foreseeability (36-14-7001)

Related Advisory Opinions:

A.O. 2008-59

A.O. 2008-57

A.O. 2008-53

Keywords:

Business Associate

Financial Interest

DRAFT