

RHODE ISLAND ETHICS COMMISSION

Advisory Opinion 2026-27

Approved: August 4, 2026

Re: Rosa Gough, MSW, LICSW

QUESTION PRESENTED:

The Petitioner, an associate director of the Outpatient Services Unit within the Forensic Division at the Rhode Island Department of Behavioral Healthcare, Developmental Disabilities & Hospitals, a state employee position, who has been offered a position on the board of directors of the Key Program, Inc., a private, non-profit social service organization, requests an advisory opinion regarding whether the Code of Ethics prohibits her from simultaneously serving as a Key Program board member while continuing her state employment.

RESPONSE:

It is the opinion of the Rhode Island Ethics Commission that the Petitioner, an associate director of the Outpatient Services Unit within the Forensic Division at the Rhode Island Department of Behavioral Healthcare, Developmental Disabilities & Hospitals, a state employee position, who has been offered a position on the board of directors of the Key Program, Inc., a private, non-profit social service organization, is not prohibited by the Code of Ethics from simultaneously serving as a Key Program board member while continuing her state employment.

The Petitioner is employed by the Rhode Island Department of Behavioral Healthcare, Developmental Disabilities & Hospitals (BHDDH) as the associate director of the Outpatient Services Unit within the Forensic Division. The Petitioner states that she has held this position since the start of her most recent employment with the BHDDH in 2022.¹ The Petitioner represents that the Forensic Division conducts court-mandated competency evaluations of adults and, in cases where an adult has been declared incompetent, the division connects that adult to outpatient services. The Petitioner states that her unit is responsible for connecting individuals to the outpatient services needed. The Petitioner further states that her duties include the oversight of all cases within her unit, which include

¹ The Petitioner informs that she has previously worked for the BHDDH as far back as 2005, and that prior to starting her current position with the BHDDH, she was employed by the Rhode Island Department of Children, Youth and Families.

helping individuals who have been declared legally incompetent to navigate the legal requirements imposed by a court. This help would include assisting such individuals to comply with bail requirements, referring them to community services, which most often include mental health services, and sometimes assisting them with their housing needs. The Petitioner explains that she is also responsible for working with the BHDDH finance department to ensure that the division's financial needs are met. The Petitioner notes that her normal working hours are between 8:30 a.m. and 4:00 p.m., Monday through Friday. The Petitioner states that the BHDDH is part of the Rhode Island Executive Office of Health and Human Services (EOHHS), which also encompasses the Rhode Island Department of Children, Youth and Families (DCYF), the Department of Health (DOH), and the Department of Human Services (DHS). The Petitioner further states that she does not work or engage in joint programs with any of the other agencies within EOHHS, does not oversee any of those agencies, and does not have any duties relating to those agencies.

The Petitioner represents that she has been asked to serve on the board of directors of the Key Program, Inc., "a non-profit social service organization that serves youth and families across Massachusetts, Rhode Island, and New Hampshire."² She adds that the Key Program board members do not receive any compensation for their service. The Petitioner represents that the Key Program contracts with the DCYF for the provision of services but has no contracts with the BHDDH. The Petitioner states that, in Rhode Island, the Key Program provides support services for follow-up care to children, youth, and their families, and operates one group home. The Petitioner explains that, as a board member, she would participate in discussions relative to services or programs provided by the Key Program, including those provided in Rhode Island, but that she would not be required to appear before either the DCYF or BHDDH. The Petitioner further states that neither she, as a BHDDH employee, nor her subordinates make referrals to services provided by the Key Program. She adds that the Key Program is not expected to appear before the BHDDH. Further, the Petitioner explains that any fundraising materials that the Key Program may prepare and disseminate to the public would not contain her name or be signed by her. The Petitioner notes that, like other Key Program board members, she may be asked to abstain from participation in Key Program discussions and decision-making in matters when such matters could pose a conflict of interest. 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 board member of the Key Program while employed by the BHDDH.

Under the Code of Ethics, a public employee shall not have an interest or engage in any business, employment, transaction, or professional activity 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 exists if a public employee has reason to believe or expect that she, any person within her family, her business associate, or any business by which

² <https://www.key.org/> (last visited July 22, 2026).

she is employed or which she represents 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).

Section 36-14-5(d) prohibits a person subject to the Code of Ethics from using her public office, or confidential information received through her holding public office, to obtain financial gain for herself, any person within her family, her business associate, or any business by which she is employed or which she represents. A public employee may not represent herself, or any other person, or act as an expert witness before any state agency of which she is a member or by which she is employed. § 36-14-5(e)(1)-(3). Furthermore, a public employee must recuse herself from participation when her business associate, or any person authorized by her business associate to appear on behalf of the business associate, appears or presents evidence or arguments before the public employee's state agency. 520-RICR-00-00-1.2.1(A)(2) & (3) Additional Circumstances Warranting Recusal (36-14-5002) (Regulation 1.2.1). A "business associate" is defined as "a person joined together with another person to achieve a common financial objective." R.I. Gen. Laws § 36-14-2(3). A "person" is defined as "an individual or a business entity." § 36-14-2(7). Finally, § 36-14-5(c) prohibits the use of and/or disclosure of confidential information acquired by a public official during the course of or by reason of her official duties, particularly for the purpose of obtaining financial gain.

The Ethics Commission has consistently concluded that public officials or employees are "business associates" of entities, including non-profit organizations, for which they serve either as members of the board of directors or in other leadership positions that permit them to affect the financial objectives of the organization. See, e.g., A.O. 2026-17 (opining that a member of the Middletown Planning Board, who was also a member of the board of trustees of the Aquidneck Island Land, was a business associate of the land trust and was, thus, required to recuse from participating in any planning board matters that involved or impacted the land trust); A.O. 2021-6 (opining that a member of the North Smithfield Planning Board was a business associate of the North Smithfield Heritage Association, a private non-profit organization for which he served as a member of the board of directors and as its president and, therefore, was required to recuse from participating in planning board matters when the heritage association appeared or presented evidence or argument). Accordingly, in the instant matter, were she to join its board of directors, the Petitioner would become a "business associate" of the Key Program.

None of the above provisions of the Code of Ethics prohibit the Petitioner's simultaneous service in her current public position and as a member of the board of directors of the Key Program. See, e.g., A.O. 2019-44 (opining that the Secretary of Commerce for the State of Rhode Island, who by statute also served as the chief executive officer for the Rhode Island Commerce Corporation, was not prohibited by the Code of Ethics from simultaneously serving as a member of the board of directors of the Rhode Island Chapter of the American Red Cross); A.O. 2019-31 (opining that the Administrator of Operations Management for the Department of Administration, Division of Information Technology, was not prohibited

by the Code of Ethics from serving as a member of the board of directors for the Greenwood Credit Union); A.O. 2017-29 (opining that a member of the Providence Historic District Commission was not prohibited by the Code of Ethics from simultaneously serving as a member of the board of directors of the Providence Preservation Society).

However, any work performed by the Petitioner on behalf of or for the Key Program shall be conducted outside of her normal BHDDH working hours. Further, because the Petitioner would be a “business associate” of the Key Program, the Code of Ethics would prohibit her from sharing any confidential information with the Key Program, or from representing the organization’s interests before the BHDDH. Also, although unlikely to occur, the Petitioner would be required to recuse from participating in any BHDDH discussions or decision-making in matters where the Key Program is involved or would be financially impacted, as well as from any matters in which the Key Program representatives appear or present evidence or arguments on behalf of the Key Program. See Regulation 1.2.1(A)(2).³

For all of these reasons, it is the opinion of the Ethics Commission that the Petitioner is not prohibited by the Code of Ethics from serving as a member of the board of directors for the Key Program, provided that she remains vigilant in identifying and managing any conflicts of interest that may arise between her public and private duties. The Petitioner is advised to seek further guidance from the Ethics Commission when faced with a specific situation not covered by this general advisory opinion.

This Advisory Opinion is strictly limited to the facts stated herein and relates only to the application of the Rhode Island Code of Ethics. An advisory opinion rendered by the Commission, until amended or revoked by a majority vote of the Commission, is binding on the Commission in any subsequent proceedings concerning the person who requested the opinion and who acted in reliance on it in good faith, unless material facts were omitted or misstated by the person in the request for the opinion. 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, agency policy, ordinance, constitutional provision, charter provision, or canon of judicial or professional ethics may have on this situation.

Code Citations:

§ 36-14-2(3)

³ Additionally, the Petitioner is advised that, in the unlikely event any of her fellow Key Program board members become a party or participant in, or would be financially impacted by, a matter before the Petitioner in her capacity as an associate director within BHDDH or before her division, she should seek further guidance from the Ethics Commission.

§ 36-14-2(7)

§ 36-14-5(a)

§ 36-14-5(c)

§ 36-14-5(d)

§ 36-14-5(e)

§ 36-14-7(a)

520-RICR-00-00-1.2.1 Additional Circumstances Warranting Recusal (36-14-5002)

Related Advisory Opinions:

A.O. 2026-17

A.O. 2021-6

A.O. 2019-44

A.O. 2019-31

A.O. 2017-29

Keywords:

Business associate

Memberships

Non-profit boards