



STATE OF RHODE ISLAND
RHODE ISLAND ETHICS COMMISSION
40 Fountain Street
Providence, RI 02903
(401) 222-3790 (Voice/TT)
Email: ethics.email@ethics.ri.gov
Website: <https://ethics.ri.gov>

NOTICE OF OPEN MEETING

DATE:	Tuesday, September 29, 2026
TIME:	9:00 a.m.
PLACE:	Rhode Island Ethics Commission Hearing Room – 8 th Floor 40 Fountain Street Providence, RI 02903
LIVESTREAM:	The Open Session portions of this meeting will be livestreamed at: https://us02web.zoom.us/j/87299857830 This is an in-person meeting held at the physical location listed above. Livestream access is being provided only as a convenience, but it is not an official meeting place and we do not guarantee virtual access to view or participate in the meeting. If the livestream virtual broadcast of the meeting is interrupted or cut off for any reason, the meeting will continue in person.



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AGENDA

13th Meeting

1. Call to Order.
2. Motion to approve minutes of Open Session held on September 1, 2026.
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; and
 - e.) General office administration;
4. Advisory Opinions:
 - a.) Carter Wilkie, a member of the Little Compton Planning Board, who also serves as the planning board's designee on the Little Compton Agricultural Conservancy Trust, requests an advisory opinion regarding whether the Code of Ethics prohibits him from participating in planning board discussions and decision-making regarding matters involving properties that abut other properties which are either owned by the trust or are properties on which the trust owns an easement. [Staff Attorney Popova Papa]
 - b.) Shannon Massaroco, a former member of the board of trustees of Sheila C. "Skip" Nowell Academy, requests an advisory opinion regarding whether the Code of Ethics prohibits her from accepting employment with the academy as its Director of Health and Wellness, given her former position on its board of trustees. [Staff Attorney Popova Papa]

- c.) Julie M. Diep, a certified court staff interpreter employed by the Rhode Island Judiciary, who in her private capacity owns and operates Lozada Diep Interpreting Services, LLC, requests an advisory opinion regarding whether she is prohibited by the Code of Ethics from registering her private business as a vendor on the State of Rhode Island's Master Price Agreement list in order to provide language services to various non-state and state agencies, excluding the Rhode Island Judiciary. [Staff Attorney Popova Papa]
 - d.) Charlotte R. Spinkston, the interim executive director of the Rhode Island Commission on the Deaf and Hard of Hearing, who is also a registered vendor on the statewide Master Price Agreement list as an American Sign Language interpreter, requests an advisory opinion regarding whether the Code of Ethics prohibits her simultaneous service in both positions. [Staff Attorney Giusti]
5. Petition for Adoption of Regulations: Discussion and vote to consider a petition filed by Nicole Solas, relating to expanding the protections provided by R.I. Gen. Laws § 36-14-5(m).
 6. Motion to go into Executive Session, to wit:
 - a.) Motion to approve minutes of Executive Session held on September 1, 2026, pursuant to R.I. Gen. Laws § 42-46-5(a), (2), & (4).
 - b.) Litigation update re: K. Joseph Shekarchi vs. Rhode Island Ethics Commission, Superior Court C.A. No. PC-2026-03423, pursuant to R.I. Gen. Laws § 42-46-5(a)(2).
 - c.) Motion to return to Open Session.
 5. Motion to seal minutes of Executive Session held on September 29, 2026.
 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 September 24, 2026

RHODE ISLAND ETHICS COMMISSION

Draft Advisory Opinion

Hearing Date: September 29, 2026

Re: Carter Wilkie

QUESTION PRESENTED:

The Petitioner, a member of the Little Compton Planning Board, a municipal appointed position, who also serves as the planning board's designee on the Little Compton Agricultural Conservancy Trust, requests an advisory opinion regarding whether the Code of Ethics prohibits him from participating in planning board discussions and decision-making regarding matters involving properties that abut other properties which are either owned by the trust or are properties on which the trust owns an easement.

RESPONSE:

It is the opinion of the Rhode Island Ethics Commission that the Petitioner, a member of the Little Compton Planning Board, a municipal appointed position, who also serves as the planning board's designee on the Little Compton Agricultural Conservancy Trust, is not prohibited by the Code of Ethics from participating in planning board discussions and decision-making regarding matters involving properties that abut other properties which are either owned by the trust or are properties on which the trust owns an easement, provided that neither the Petitioner nor his family member, his business associate, or his employer would otherwise be directly financially impacted by the matters under consideration.

The Petitioner is a member of the Little Compton Planning Board, having served in that position since his appointment by the Little Compton Town Council in February 2025. The Petitioner represents that during the September 1, 2026, planning board meeting, he was voted by his fellow planning board members to serve as the planning board's chairperson and as the planning board's representative designee to the Little Compton Agricultural Conservancy Trust. The Petitioner states that the trust is a municipal entity that consists of seven members, five of whom are appointed by the town council, and the other two are, respectively, the chairpersons (or member designees) of the town's conservation commission and planning board.¹ The Petitioner represents that at its next meeting, the planning board is scheduled to review an affordable housing project located on a property

¹ <https://www.lcact.net/about/> (last visited September 9, 2026).

that directly abuts property owned by the trust. Thus, the Petitioner seeks guidance from the Ethics Commission regarding whether the Code of Ethics prohibits him from participating in the planning board's discussions and decision-making relative to the aforementioned project and whether he is generally prohibited by the Code of Ethics from participating in the planning board's discussions and/or decision-making on matters, similar to the one described above, involving properties that abut properties which are either owned by the trust or are properties on which the trust owns an easement.

Under the Code of Ethics, a public official may not participate in any matter in which he has an interest, financial or otherwise, that is in substantial conflict with the proper discharge of his duties in the public interest. R.I. Gen. Laws § 36-14-5(a). A substantial conflict of interest exists if a public official has reason to believe or expect that he, any person within his family, his business associate, or any business by which he is employed or which he represents will derive a direct monetary gain or suffer a direct monetary loss by reason of his official activity. R.I. Gen. Laws § 36-14-7(a). The Code of Ethics further prohibits a public official from using his public office, or confidential information received through his public office, to obtain financial gain for himself, any person within his family, his business associate, or any business by which he is employed or which he represents. § 36-14-5(d). Pursuant to 520-RICR-00-00-1.2.1(A)(2) Additional Circumstances Warranting Recusal (36-14-5002), a public official must also recuse himself from participation in his official capacity when his business associate appears or presents evidence or arguments before his municipal agency. A business is defined 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 a public body to be a "business" or the relationship between a public official and a public body to be that of "business associates." Therefore, the Ethics Commission has, in the past, allowed public officials to participate in matters that would directly financially impact another public entity upon which he serves. In Advisory Opinion 2021-37, for example, the Ethics Commission opined that a member of the Smithfield Town Council, who was also a former member of the Smithfield Land Trust, was not prohibited from participating in town council matters related to a piece of property located in town and owned by the land trust, notwithstanding that she had previously participated and voted on those matters as a member of the land trust. The Ethics Commission determined that both the town council and the land trust are public entities. The Ethics Commission also acknowledged the petitioner's representation that neither she nor her family members, her business associates, or her employer stood to be directly financially impacted by any of the town council's decisions relative to the subject property. See also A.O. 2024-27 (opining that a member of the Middletown Planning Board, who was also a member of the

Middletown Public Schools Building Committee, was not prohibited from participating in planning board discussions and decision-making on matters in which he had previously participated and voted as a member of the building committee, given that both the planning board and the building committee were public entities, and, therefore, that the petitioner was not a business associate of either entity, and provided that neither the petitioner nor his family members, his business associates, or his employer stood to be directly financially impacted by any of the planning board's decisions relative to the proposals made by the building committee); A.O. 2011-29 (opining that a member of the Portsmouth Planning Board, who was also a civil engineer for the Rhode Island Department of Transportation (RIDOT), could participate and vote on a development proposal pending before the planning board, notwithstanding that in her capacity as a RIDOT civil engineer she had been reviewing the same property to ensure that the state's property interests were protected).

Here, both the planning board and the trust are public entities and, therefore, the Petitioner is not a business associate of either. Additionally, the Petitioner represents that neither he nor any of his family members, business associates, or his employer stand to be directly financially impacted by any planning board decisions relative to the affordable housing project to which the trust is an abutter. Accordingly, based on the Petitioner's representations, the applicable 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 participating in the planning board's review and decision-making relative to the affordable housing project described above.

Likewise, the Petitioner would generally not be prohibited by the Code of Ethics from participating in any planning board matter involving or impacting property either owned by the trust or a property on which the trust owns an easement, provided that, like the facts herein, neither he nor any of his family members, his business associates, or his employer stand to be directly financially impacted by any planning board decisions on those matters. However, this is general guidance only and the Ethics Commission cannot anticipate and provide guidance on hypothetical situations; thus, the Petitioner is advised to, when in doubt, 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. 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(2)

§ 36-14-2(3)

§ 36-14-2(7)

§ 36-14-5(a)

§ 36-14-5(d)

§ 36-14-7(a)

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

Related Advisory Opinions:

A.O. 2024-27

A.O. 2021-37

A.O. 2011-29

Keywords:

Abutter

Business Associate

RHODE ISLAND ETHICS COMMISSION

Draft Advisory Opinion

Hearing Date: September 29, 2026

Re: Shannon Massaroco

QUESTION PRESENTED:

The Petitioner, a former member of the board of trustees of Sheila C. “Skip” Nowell Academy, a state appointed position, requests an advisory opinion regarding whether the Code of Ethics prohibits her from accepting employment with the academy as its Director of Health and Wellness, given her former position on its board of trustees.

RESPONSE:

It is the opinion of the Rhode Island Ethics Commission that the Petitioner, a former member of the board of trustees of Sheila C. “Skip” Nowell Academy, a state appointed position, is prohibited by the Code of Ethics from accepting employment with the academy as its Director of Health and Wellness until the expiration of one year following the date of her severance from her position on the board of trustees.

The Petitioner represents that she was a member of the board of trustees of Sheila C. “Skip” Nowell Academy¹ from 2022 until her resignation on August 19, 2026. The academy is “a non-traditional state high school in the Downtown neighborhood of Providence.”² The academy was initially established as a charter school but in June 2024, “cease[d] operating as an independent charter school” and, according to its enabling legislation, was “reconstituted and created as a public school and local educational agency.” R.I. Gen. Laws § 16-114-1. The academy is governed by a board of trustees that has the powers and duties of a school committee. See § 16-114-4. Further, the persons serving as board members on the date the legislation passed “constitute[d] the founding board of trustees of the academy.” Id. All new members of the board are thereafter appointed by the council on elementary and secondary education from nominations made by the commissioner of

¹ The academy’s website uses the term *board of directors*, whereas its enabling legislation uses the term *board of trustees*. See R.I. Gen. Laws § 16-114-4. For consistency, the terms board of trustees or board will be used hereinafter.

² <https://www.nowellacademy.org/about-> (last visited September 14, 2026).

elementary and secondary education.³ Id. Pursuant to the academy's bylaws,⁴ the responsibility for carrying on the work of the academy is delegated to the board in conjunction with the executive director. The bylaws specify that the primary responsibilities of the board of trustees include, but are not limited to, hiring and annually evaluating the executive director, and authorizing contracts, including annual hiring and nonrenewal of staff. The bylaws further specify that the executive director serves as the academy's principal executive officer who supervises, manages, and controls all of the business, staffing, and day-to-day affairs of the academy, subject to the oversight of the board.

The Petitioner represents that, prior to her resignation, the school publicly advertised a vacancy for the position of Director of Health and Wellness. The Petitioner states that she applied and interviewed for, and was subsequently offered, the position. The Petitioner explains that following her acceptance of the position, she resigned from the board. She notes that the anticipated start date for the position was September 21, 2026. However, she explains that she was asked by the board to seek guidance from the Ethics Commission regarding whether she may accept the position, given her position on the board, and as a result her employment was put on hold until the issuance of the instant advisory opinion.

The Petitioner represents that the hiring of the Director of Health and Wellness is not in the purview of the board and that the board did not participate in the recruitment, interview, or selection process. The Petitioner further represents that, as a board member, she did not participate in the creation of the job description or in the hiring process. She explains that the interview was conducted by the school's principal and that the executive director, who is responsible for all hires, offered her the position. Further, the Petitioner notes that her service on the board was voluntary and she received no compensation for her service. Given this set of facts, the Petitioner seeks guidance from the Ethics Commission regarding whether the Code of Ethics prohibits her from serving in the position of Director of Health and Wellness.

I. The Petitioner is a State Appointed Official

The Code of Ethics defines a state appointed official as “any officer or member of a state . . . agency as defined herein who is appointed for a term of office specified by the constitution or a statute of this state . . . or who is appointed by or through the governing

³ The Petitioner explained that, in 2022, she was appointed to the charter school's board of trustees through a vote by the then-sitting board members.

⁴ The bylaws were provided to the Ethics Commission's staff by legal counsel for the board of trustees. Legal counsel and the chairperson of the board note that the bylaws were adopted when the academy was organized as a charter school, and have not yet been updated.

body or highest official of state or municipal government.” R.I. Gen. Laws § 36-14-2(9). Commission Regulation 520-RICR-00-00-1.1.3(B) Additional Definitions (36-14-2002) (Regulation 1.1.3(B)) expands upon this definition to include “any officer or member of a state . . . agency as defined herein who is appointed to an office specified by the constitution or a statute of this state . . . or who is appointed by, through or with the advice and consent of a governing body, or any court, in state or municipal government, or highest official of state or municipal government.”

Here, when the academy was reconstructed from a charter to a public school in 2024, the statute specifically appointed the board members who were already serving at that time, including the Petitioner, to serve as the founding board of trustees of the academy. The statute further specifies that all board members shall thereafter be appointed by the council on elementary and secondary education from nominations made by the commissioner of elementary and secondary education. Accordingly, the Petitioner is a state appointed official within the definitions of § 36-14-2(9) and Regulation 1.1.3(B).

II. Prohibition on Employment from Own Board

Commission Regulation 520-RICR-00-00-1.5.1 Employment from Own Board (36-14-5006) (Regulation 1.5.1) prohibits any elected or appointed official from accepting any appointment or election that requires approval by the body of which she is or was a member, to any position which carries with it any financial benefit or remuneration, until the expiration of one year after termination of her membership in or on such body. Further, 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 a person subject to the Code of Ethics has reason to believe or expect that she, any person within her family, her business associate, or any business by which 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). Finally, § 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, her family member, her business associate, or any business by which she is employed or which she represents.

The legislative aim of the “revolving door” provisions of the Code of Ethics is to ensure that public officials and employees “adhere to the highest standard of ethical conduct, . . . avoid the appearance of impropriety and not use their position for private gain or advantage.” R.I. Const. art. III, § 7. “The integrity of our government officials is quintessential to our system of representation.” In re Advisory Opinion From the Governor, 633 A.2d 664, 671 (R.I. 1993). In general, “the purpose of revolving-door provisions is to prevent ‘government employees from unfairly profiting from or otherwise trading upon the contacts, associations and special knowledge that they acquired’” during their tenure as

public servants. Id. (quoting Forti v. New York State Ethics Commission, 75 N.Y.2d 596, 605, 554 N.E.2d 876, 878, 555 N.Y.S.2d 235, 237 (1990)).

Although the prohibition of Regulation 1.5.1⁵ generally applies to situations where the employment requires the approval of one's own board, in Advisory Opinion 2003-65 the Ethics Commission extended its application to a school committee member who, prior to his election to the school committee, provided sports officiating services to the school department and wished to apply to the athletic director to continue to do so after his election. Under the facts represented, sports officials were selected by the athletic director, who in turn was hired by the school committee. There, the Ethics Commission concluded that "[b]ecause the [s]chool [c]ommittee selects the [a]thletic [d]irector, who in turn selects the sports officials, the petitioner's continued receipt of financial remuneration for his officiating services would violate the spirit if not the letter of Regulation [1.5.1]."

The Ethics Commission likewise applied Regulation 1.5.1 in Advisory Opinion 2010-24 where it considered a fact pattern nearly identical to the fact pattern presented by the instant Petitioner. There, the Ethics Commission opined that a member of the Coventry Housing Authority Board of Commissioners was prohibited from seeking or accepting employment from the housing authority as its maintenance director while serving on the board and for a period of one year thereafter, given that the board was responsible for hiring the executive director, who was then responsible for the day-to-day operation of the housing authority, and for hiring the other employees, including the maintenance director. The Ethics Commission noted that applying for and accepting the position of maintenance director would violate Regulation 1.5.1 and, more generally, would run counter to the intent of the revolving door provision. Contra A.O. 2012-19 (a member of the Rhode Island Contractors' Registration and Licensing Board could accept employment with the board as a senior state building code official, given all employees of the board, including its executive director, were hired by the Department of Administration, the board did not participate in the process, and its members did not have supervisory, policy-making, hiring or fiscal authority with regard to the board's employees, including the executive director).

Here, the board of directors, of which the Petitioner was a member until August 2026, hires the executive director of the academy, who in turn hires the rest of the employees. Accordingly, following the guidance in the above-cited prior advisory opinions, it is the opinion of the Ethics Commission that the Petitioner is prohibited by Regulation 1.5.1 from seeking or accepting employment with the academy while serving on the board and for a period of one year thereafter.

⁵ Prior to the conversion to the Rhode Island Code of Regulations in 2018, Regulation 1.5.1 was known as Commission Regulation 36-14-5006 and is cited as such in the advisory opinions issued prior to the conversion.

This Draft 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(9)

§ 36-14-5(a)

§ 36-14-5(d)

§ 36-14-7(a)

520-RICR-00-00-1.1.3 Additional Definitions (36-14-2002)

520-RICR-00-00-1.5.1 Employment from Own Board (36-14-5006)

Related Advisory Opinions:

A.O. 2012-19

A.O. 2010-24

A.O. 2003-65

Other Related Authority:

R.I. Const. art. III, § 7

In re Advisory Opinion From the Governor, 633 A.2d 664 (R.I. 1993)

Keywords:

Appointing Authority

Employment from Own Board

Revolving Door

RHODE ISLAND ETHICS COMMISSION

Draft Advisory Opinion

Hearing Date: September 29, 2026

Re: Julie M. Diep

QUESTION PRESENTED:

The Petitioner, a certified court staff interpreter employed by the Rhode Island Judiciary, a state employee position, who in her private capacity owns and operates Lozada Diep Interpreting Services, LLC, requests an advisory opinion regarding whether she is prohibited by the Code of Ethics from registering her private business as a vendor on the State of Rhode Island's Master Price Agreement list in order to provide language services to various non-state and state agencies, excluding the Rhode Island Judiciary.

RESPONSE:

It is the opinion of the Rhode Island Ethics Commission that the Petitioner, a certified court staff interpreter employed by the Rhode Island Judiciary, a state employee position, who in her private capacity owns and operates Lozada Diep Interpreting Services, LLC, is not prohibited by the Code of Ethics from registering her private business as a vendor on the State of Rhode Island's Master Price Agreement list in order to provide language services to various non-state and state agencies, excluding the Rhode Island Judiciary.

The Petitioner has been employed by the Rhode Island Judiciary since 2006 and is currently serving as a certified court staff interpreter providing Spanish-English interpreting services for all state courts.¹ The Petitioner represents that her work hours are from 8:30 a.m. to 4:00 p.m., Monday through Friday. The Petitioner states that in her private capacity she is the sole owner of Lozada Diep Interpreting Services, LLC (business), which was established in September 2026. The Petitioner explains that, currently, she has no employees or clients but that her long-term goal is to build a professional language-services business employing multiple qualified interpreters providing clients with interpreting and translation services in various languages, including, but not limited to, English, Spanish,

¹ "By statute, the Rhode Island Judiciary (Judiciary) is a unified court system for purposes of administration consisting of six (6) courts: the Supreme Court; the Superior Court; the Family Court; the District Court; the Workers' Compensation Court; and the Rhode Island Traffic Tribunal." <https://www.courts.ri.gov/about/Pages/default.aspx> (last visited September 22, 2026).

Portuguese, Haitian Creole, Mandarin, Cantonese, Italian, Quiche, Russian, and French. The Petitioner informs that, eventually, she would like to provide interpreting and/or translation services through her business to, among others, Rhode Island state agencies, excluding the Judiciary in its entirety, and to non-state clients including, but not limited to, municipal school departments, private individuals, private attorneys, private hospitals, healthcare providers, and community and social-service organizations. The Petitioner states that she will not offer or provide any interpreting or translation services through her business to the Rhode Island Judiciary. She further states that any private work will be conducted entirely on her own time, with her own equipment, and without the use of any public resources. The Petitioner represents that she will not use her public position to solicit clients, obtain business opportunities, or benefit her business. Nor would she solicit her Judiciary colleagues to work for her business. The Petitioner represents that her private business would neither impair her independence of judgment regarding her official duties with the Judiciary nor require or induce her to disclose confidential information obtained during the course of her official duties. She further represents that her public duties do not include participating in the decision to select court interpreters, adding that she would not be required to, nor would she, appear before any of the state courts as part of her private business.

The Petitioner explains that she would like to register her business as a vendor on the state's Master Price Agreement (MPA) list through the Department of Administration, Division of Purchases. "An MPA provides for broad categories of goods and services for a specified period on a statewide basis. State agencies order their goods and services off relevant MPAs, as their agency needs arise. Statewide applicability (state law) permits quasi agencies, municipalities, and school districts to piggy-back the [s]tate's MPA pricing contracts, at the vendor's discretion." <https://ridop.ri.gov/master-price-agreements/mpa-faqs> (last visited September 21, 2026). Each state-issued MPA goes through a bid solicitation process and requires vendor bid submissions. See *id.* "Vendors who meet the requirements of the solicitation may be added to the MPA vendor pool. The MPA is a qualified list allowing agencies to seek quotes from the pool of vendors, and as such is not a guarantee that the vendor will be issued contracts for goods or services." *Id.* Further, "[a]n MPA provides for qualified vendors who meet the requirements for broad categories of goods and services for a specified period and threshold amounts." *Id.* Given this set of fact, the Petitioner seeks advice from the Ethics Commission regarding whether she is prohibited from registering her business as a vendor with the state in order to provide the language services described above.

The Code of Ethics provides that no state employee shall accept other employment which will either impair her independence of judgment as to her official duties or require or induce her to disclose confidential information acquired by her in the course of, and by reason of, her official employment. R.I. Gen. Laws § 36-14-5(b). Further, the Code of Ethics provides that a public employee shall not have any interest, financial or otherwise, direct or indirect, 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. § 36-14-5(a). A public employee has an interest which is in substantial conflict with the proper discharge of her duties in the public interest if she has reason to believe or expect that she, any person within her family, her business associate, or any business by which 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).

Additionally, no person subject to the Code of Ethics, nor any business entity in which said person has a 10% or greater equity interest or \$5,000 or greater cash value interest, may enter into a contract with any state or municipal agency unless “the contract has been awarded through an open and public process, including prior public notice and subsequent public disclosure of all proposals considered and contracts awarded.” R.I. Gen. Laws § 36-14-5(h). Section 36-14-5(h) further provides that “contracts for professional services which have been customarily awarded without competitive bidding shall not be subject to competitive bidding if awarded through a process of public notice and disclosure of financial details.” Further, the Code of Ethics provides that a public employee shall not use 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. § 36-14-5(d). 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).

The Ethics Commission has consistently opined that public employees are not inherently prohibited from holding other employment that is secondary to their primary public positions, provided that the other employment would neither impair their independence of judgment nor create an interest in substantial conflict with their public duties, and subject to certain other restrictions. The Ethics Commission examines several factors when considering potential conflicts regarding other employment. These factors include, but are not limited to, the nexus between the public official’s public duties and other employment; whether the employee completes such other work outside of their regular working hours and without the use of public resources; whether the employee is required to appear before their own agency as part of their other employment; whether such other work is to be conducted outside of the areas over which the person has decision-making jurisdiction; and whether the employee uses their public position to solicit business or customers for their secondary position. See General Commission Advisory No. 2009-4.

The Ethics Commission has previously, on numerous occasions, advised public employees who wished to engage in private secondary employment of their obligations under the Code of Ethics. For example, in Advisory Opinion 2025-48, the Ethics Commission reviewed a fact pattern identical to the one presented by the instant Petitioner. There, the Ethics Commission opined that a staff interpreter for the Rhode Island Supreme Court, who in her private capacity owned and operated SC Interpreting and Translation Services, LLC, was

not prohibited by the Code of Ethics from registering her private business as a vendor on the state's MPA list in order to provide language services to various non-state and state agencies, excluding the Rhode Island Judiciary. The Ethics Commission based its opinion on the facts that there appeared to be no evidence that the provision by her business of language services to various non-state and state agencies, excluding the Rhode Island Judiciary, would either impair her independence of judgment as to her state employment or create an interest that is in substantial conflict with her public duties. Additionally, there appeared to be no relationship between that petitioner's public duties as an interpreter for the Judiciary and her intended work as the owner and operator of an interpreting and language translation business, despite the similar skill set involved for each. Importantly, there the petitioner was going to complete her private work outside of her regular working hours for the state, without the use of public resources, and without using her public position to solicit business or customers for her business, or her Judiciary colleagues to contract with her to perform interpreting and language services. See also A.O. 2019-67 (opining that a Rhode Island Family Court investigator was not prohibited by the Code of Ethics from owning and operating a private investigation firm, provided that all of the work was performed on his own time and without the use of public resources or confidential information obtained as part of his state employment, that the petitioner did not use his public position to promote or advertise his private employment or list his public employment as part of the advertisement of his private work, and that the petitioner recused from any matter that came before him as a Family Court investigator that involved any of the attorneys or entities for which he either provided private investigative services or with which he contracted on a regular basis).

Similarly here, based upon the Petitioner's representations, there appears to be no evidence that the provision by her business of language services to various non-state and state agencies, excluding the Rhode Island Judiciary and all of its courts, would either impair her independence of judgment as to her state employment or create an interest that is in substantial conflict with her public duties. Additionally, there appears to be no relationship between the Petitioner's public duties as an interpreter for the Judiciary and her intended work as the owner and operator of an interpreting and language translation business, despite the similar skill set involved for each. Importantly, the Petitioner states that she would complete her private work outside of her regular working hours for the state and without the use of public resources. She further states that she would not be required to, nor would she, appear before the Judiciary as part of her other employment. Additionally, the Petitioner represents that she would not use her public position to solicit business or customers for her business; nor would she solicit her state colleagues to contract with her to perform interpreting and language services. Finally, her inclusion on the state's MPA list and her provision of interpreting and translation services to state and municipal agencies, other than the Judiciary in its entirety, through her inclusion on the state's MPA list, would be consistent with the provisions of § 36-14-5(h).

Accordingly, based upon the Petitioner's representations, a review of the applicable provisions of the Code of Ethics, and consistent with prior advisory opinions issued, it is the opinion of the Ethics Commission that the Petitioner is not prohibited by the Code of Ethics from registering her private business as a vendor on the state's MPA list in order to provide language services to various non-state and state agencies, excluding the Rhode Island Judiciary in its entirety. Finally, this advisory opinion cannot anticipate every possible situation in which a conflict of interest might arise and, thus, provides only general guidance as to the application of the Code of Ethics based upon the facts represented above. The Petitioner is advised to remain vigilant about identifying potential conflicts of interest and to either recuse or seek further guidance from the Ethics Commission in the future as warranted.

This Draft 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)
§ 36-14-2(7)
§ 36-14-5(a)
§ 36-14-5(b)
§ 36-14-5(d)
§ 36-14-5(h)
§ 36-14-7(a)

Related Advisory Opinions:

A.O. 2025-48
A.O. 2019-67
G.C.A. 2009-04

Keywords:

Secondary Employment

RHODE ISLAND ETHICS COMMISSION

Draft Advisory Opinion

Hearing Date: September 29, 2026

Re: Charlotte R. Spinkston

QUESTION PRESENTED:

The Petitioner, the interim executive director of the Rhode Island Commission on the Deaf and Hard of Hearing, an independent contractor position, who is also a registered vendor on the statewide Master Price Agreement list as an American Sign Language interpreter, requests an advisory opinion regarding whether the Code of Ethics prohibits her simultaneous service in both positions.

RESPONSE:

It is the opinion of the Rhode Island Ethics Commission that the Petitioner, the interim executive director of the Rhode Island Commission on the Deaf and Hard of Hearing, an independent contractor position, who is also a registered vendor on the statewide Master Price Agreement list as an American Sign Language interpreter, is not prohibited by the Code of Ethics from serving simultaneously in both positions because, as an independent contractor with a state agency, she is not subject to the Code of Ethics.

The Petitioner informs that she has been serving as the interim executive director at the Rhode Island Commission on the Deaf and Hard of Hearing (RICDHH) since July 2026 when she was hired by its Board of Commissioners. She anticipates that she will serve in this role until at least January 2027 when the search for a permanent executive director is expected to begin. The Petitioner represents that as the interim executive director, she receives a 1099 form and is an independent contractor and not an employee serving in the classified, non-classified, or unclassified service of the state.

The Petitioner explains that since June 2025, she has been a registered vendor on the state's Master Price Agreement (MPA) list through the Department of

Administration, Division of Purchases to provide sign-language interpreter services.¹ The Petitioner seeks advice from the Ethics Commission regarding whether the Code of Ethics prohibits her simultaneous service in both positions.²

The Code of Ethics provides that the following groups of individuals shall be subject to the Code of Ethics: “(1) State and municipal elected officials; (2) State and municipal appointed officials; and (3) Employees of state and local government, of boards, Commissions, and agencies.” R.I. Gen. Laws § 36-14-4. Employees of state and local government include “full-time or part-time employees in the classified, non-classified and unclassified service of the state.” R.I. Gen. Laws § 36-14-2(4). However, the Ethics Commission has consistently opined that independent contractors of a state or municipal government are neither “employees” nor appointed officials subject to the provisions of the Code of Ethics. See A.O. 2001-60 (opining that the petitioner who served both as the district solicitor for the Union Fire District of Wakefield and legal counsel to the State Labor Relations Board, and was neither elected nor appointed to her positions, but served in both capacities as an independent contractor, did not fall under the jurisdiction of the Ethics Commission and was not covered by the conflict of interest provisions contained in the Code of Ethics)(citing Suzanne Worrell Gemma, et al. v. Rhode Island Ethics Commission (C.A. No. 94-3404, filed Sept. 17, 1994) (concluding that an attorney contractually retained by the State was not an employee, but an independent contractor and, accordingly, was not subject to the revolving door provisions set forth in R.I. Gen. Laws § 36-14-5(o)).

Here, based upon the Petitioner’s representations that she serves as an independent contractor with RICDHH and not as an employee serving in the classified, non-

¹ An MPA “provides for broad categories of goods and services for a specified period on a statewide basis. State agencies order their goods and services off relevant MPAs, as their agency needs arise. Statewide applicability (state law) permits quasi-agencies, municipalities, and school districts to piggy-back the State’s MPA pricing contracts, at the vendor’s discretion.” <https://ridop.ri.gov/master-price-agreements/mpa-faqs> (last visited September 21, 2026). Each state-issued MPA goes through a bid solicitation process and requires vendor bid submissions. “Vendors who meet the requirements of the solicitation may be added to the MPA vendor pool. The MPA is a qualified list allowing agencies to seek quotes from the pool of vendors.” Id.

² The Petitioner also seeks advice on the applicability of the procurement code of ethics under <https://rules.sos.ri.gov/regulations/part/220-30-00-3>. However, the Petitioner is advised that the Commission does not have jurisdiction over the procurement code of ethics and that this opinion is limited to application of the Rhode Island Code of Ethics to the facts as presented.

classified, or unclassified service of the state, she is not subject to the Code of Ethics or its restrictions, if any, on her simultaneous service as the interim executive director of RICDHH and as a registered vendor on the statewide MPA as an American Sign Language interpreter.

However, in the event that the Petitioner applies for and is offered the position of permanent executive director of RICDHH, she then will be considered a state employee and will be subject to the provisions of the Code of Ethics. The Petitioner is advised that under those circumstances, she should seek additional guidance from the Ethics Commission regarding the applicability of the Code of Ethics to her position as a state employee and to any private work in which she wishes to engage.

This Draft 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

§ 36-14-4

520-RICR-00-00-1.1.3 Additional Definitions (36-14-2002)

Related Advisory Opinions:

A.O. 2001-60

Keywords:

Code Jurisdiction

Independent Contractor