

HARRIS HEALTH SYSTEM

POLICY AND REGULATIONS MANUAL

Policy No: 3.43
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Effective Date: 02/27/2020
Board Motion No: 20.02-20
Last Date Revised: 02/27/2020
Due for Review: 02/27/2023

TITLE: BOARD OF TRUSTEES MEMBER CONFLICT OF INTEREST AND NEPOTISM

PURPOSE: To provide guidelines to Board of Trustees members for conducting Harris Health System (Harris Health) business free from the influence of personal or private interests and to prevent favoritism, or the appearance of favoritism for relatives and household members.

POLICY STATEMENT:

All Board of Trustees members shall comply with state and federal laws, rules, and regulations governing their ethical conduct, including the disclosure of any conflicts of interest in accordance with Chapters 171 and 176 of the Texas Local Government Code and nepotism in accordance with Chapter 573 of the Texas Local Government Code.

POLICY ELABORATIONS:

I. DEFINITIONS:

- A. **BOARD OF TRUSTEES MEMBER (BOT MEMBER):** A member of the Harris Health governing body who has been appointed by the Harris County Commissioner's Court to serve on the Harris Health Board of Trustees.
- B. **BUSINESS ENTITY:** A sole proprietorship, partnership, firm, corporation, holding company, joint-stock company, receivership, trust, or any other entity recognized by law.
- C. **BUSINESS RELATIONSHIP:** A connection between two or more parties based on commercial activity of one of the parties.
- D. **DECISION:** A determination by the BOT made only through a formal vote.
- E. **FAMILY RELATIONSHIP:** An individual's spouse, parent, child, brother, sister, grandparent, grandchild, great-grandparent, great-grandchild, aunt who is a sister of a parent of the individual, uncle who is a brother of a parent of the individual, nephew who is a child of a brother or sister of the individual, niece who is a child of a brother or sister of the individual, mother-in-law, father-in-law, son-in-law, daughter-in-law, stepson, stepdaughter, stepmother, stepfather, brother-in-law,

sister-in-law, spouse's grandparent, spouse's grandchild, grandchild's spouse, or spouse of a grandparent.

- F. **FIRST-DEGREE RELATIVE:** An individual's child, parent, spouse, mother-in-law, father-in-law, son-in-law, daughter-in-law, stepson, stepdaughter, stepmother or stepfather.
- G. **HOUSEHOLD MEMBER:** A person or persons with whom a BOT Member shares a common abode, including other employees, partners, and others who live together.
- H. **INVESTMENT INCOME:** means dividends, capital gains, or interest income generated from:
1. A personal or business:
 - a. Checking or savings account;
 - b. Share draft or share accounts; or
 - c. Other similar account; or
 2. A personal or business investment; or
 3. A personal or business loan.
- I. **SPECIAL ECONOMIC EFFECT:** With respect to any matter, a reasonably foreseeable economic effect that is distinguishable from the effect that the matter would have on the public. For example, if the Harris Health Board of Trustees were to discuss purchasing goods or services from a Business Entity in which a BOT Member has a Substantial Interest, that discussion would have a Special Economic Effect on the Business Entity.

II. INTERESTS IN BUSINESS ENTITIES OR REAL PROPERTY THAT REQUIRE AFFIDAVITS OR ABSTENTION:

A. Overview:

Texas law requires BOT Members to file affidavits disclosing certain Substantial

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Interests in business entities or real property. In most cases, BOT Members must abstain from votes, discussions, or decisions relating to those interests.

B. Substantial Interest:

1. A BOT Member or his/her First-Degree Relative has a Substantial Interest in a Business Entity if such person:
 - a. Owns ten percent (10%) or more of the voting stock or shares of the Business Entity; **OR**
 - b. Owns either ten percent (10%) or more or fifteen thousand dollars (\$15,000.00) or more of the fair market value of the Business Entity; **OR**
 - c. Receives funds from the Business Entity that exceed ten percent (10%) of the person's gross income for the previous year.
2. A person has a Substantial Interest in real property if the interest is an equitable or legal ownership with a fair market value of twenty-five hundred dollars (\$2,500.00) or more.

C. Required Affidavit and Abstention from Voting:

1. If a BOT Member has a Substantial Interest in a Business Entity, the BOT Member must file, before any vote, decision, or discussion on any matter that will have a Special Economic Effect on the Business Entity, an affidavit stating the nature and extent of the Substantial Interest **AND** shall abstain from further participation in the matter.
2. If a BOT Member has a Substantial Interest in real property, the BOT Member must file, before any vote, decision, or discussion on any matter that will have a Special Economic Effect on the value of the property, an affidavit stating the nature and extent of the Substantial Interest **AND** shall abstain from further participation in the matter.

D. Exception to Abstention Requirement:

1. If BOT Member files an affidavit pursuant to this Policy, that BOT Member is not required to abstain from votes, discussions, or decisions

regarding the matter requiring the affidavit if a majority of the Harris Health Board of Trustees are likewise required to file affidavits pursuant to this Policy of similar interests on the same official action.

2. For a vote on a Harris Health final budget, if a BOT Member with a substantial interest in a business entity files an affidavit pursuant to this Policy, the BOT member may vote for the budget but only after the Board concluded the separate vote on the budget item involving the business entity in which the BOT Member has a substantial interest; even though the BOT member may vote, such member is not authorized to participate in the discussion of the budget.

E. Community Health Choice (CHC) Membership:

If a BOT Member is also a member of the CHC Board of Directors, such BOT Member is not required to abstain from any votes, decisions, or discussions regarding a matter involving CHC because he or she does not have a personal financial interest in the CHC.

F. Harris Health Retirement Benefits:

A BOT Member would be required to abstain if health benefit payments to a health care provider or reimbursement to the BOT Member exceeded ten percent (10%) of the Member's gross income for the previous year. However, retirement investment income payments exceeding that level or exceeding the fair market value level in an investment would not require abstention because Harris Health provides a 401(a) plan, which is not a "business entity," and the plan administrator is not providing the payments.

G. Client of BOT Member Employer:

A BOT Member would be required to abstain only if the employer had involvement in the client's matter that is before Harris Health for a vote. If there is no employer involvement in the agenda matter involving the client, then abstention is not required.

H. Procedures:

1. The Harris Health Board Office (Board Office) shall request information from all BOT Members and in consultation with the Harris County Attorney's Office (County Attorney's Office) evaluate them for a Substantial Interest in a Business Entity and real property upon appointment to the Harris Health Board of Trustees.
2. Any affidavits required to be filed under this Section II must be filed with the Board Office.
3. Prior to each regular Board meeting, the Board Office shall identify the business entities involved in agenda item votes proposed for such meeting and inquire of each BOT member whether he or she has a Substantial Interest in the identified Business Entities. If a Substantial Interest is identified, then the BOT Member shall sign and file an affidavit disclosing the Substantial Interest if he or she has not already filed one with the Board Office. At the meeting, when the presiding officer of the Board announces the agenda item involving the Substantial Interest as ready for consideration by the Board but before a motion is made or discussion commences, the BOT Member or Members having the Substantial Interest shall announce that he or she has a conflict of interest affidavit on file and will not participate in the discussion and/or vote (as the case may be), unless an exception to abstention applies.
4. A BOT Member is encouraged to discuss all conflicts of interest or potential conflicts of interest he or she identifies with the County Attorney's Office, and Harris Health Administration should do the same for any for any BOT Member conflicts or potential conflicts of which it becomes aware. The County Attorney's Office may provide its legal analysis informally.
5. Regardless of the involvement of the Board Office and the County Attorney's Office, each BOT Member is personally responsible for ensuring his or her Substantial Interests are properly disclosed and that he or she abstains from votes, discussions, or decisions when required. All BOT Members are advised that in certain cases, failure to comply with this policy could constitute a Class A Misdemeanor.

III. DISCLOSURE OF CERTAIN BUSINESS RELATIONSHIPS WITH VENDORS:

A. Overview:

Texas law requires BOT Members to disclose certain business relationships that they have with actual or potential vendors of Harris Health.

B. Conflicts Disclosure:

1. A BOT Member must file a conflicts disclosure statement with respect to a vendor if:

- a. The vendor enters into a contract with Harris Health or Harris Health is considering entering into a contract with the vendor; **AND**
- b. The vendor:

Has an employment or other Business Relationship with the BOT Member or a First-Degree Relative of the BOT Member that results in the BOT Member or First-Degree Relative receiving taxable income, other than Investment Income, that exceeds twenty-five hundred dollars (\$2,500) during the twelve (12) month period preceding the date that the BOT Member becomes aware that:

- 1) A contract between Harris Health and vendor has been executed; **OR**
- 2) Harris Health is considering entering into a contract with the vendor; **OR**
- 3) Has given to the BOT Member or a First-Degree Relative of the BOT Member one or more gifts that have an aggregate value of more than one hundred dollars (\$100) in the twelve (12) month period preceding the date the BOT Member becomes aware that:

- a) A contract between Harris Health and vendor has been executed; or

b) Harris Health is considering entering into a contract with the vendor;

OR

c) Has a Family Relationship with the BOT Member.

2. A BOT Member must file a Local Government Officer Conflicts Disclosure Statement Form published by the Texas Ethics Commission.

C. Exceptions:

1. A BOT Member is not required to file a conflicts disclosure statement for the following gifts received by the BOT Member or their First-Degree Relatives:

- a. A political contribution; or
- b. Food accepted as a guest.

2. A BOT is not required to file a conflicts disclosure statement if his/her Business Relationship with a vendor is based on any of the following:

- a. A transaction that is subject to rate or fee regulation by a federal, state, or local governmental entity or an agency of a federal, state, or local governmental entity; or
- b. A transaction conducted at a price and subject to terms available to the public; or
- c. A purchase or lease of goods or services from a person that is chartered by a state or federal agency and that is subject to regular examination by, and reporting to, that agency.

D. Applicable Procedures:

1. A BOT Member shall file the conflicts disclosure statement with the Board Office no later than 5 p.m. on the seventh (7th) business day after the date which the BOT Member becomes aware of the facts that require the filing of the conflicts disclosure statement. For transparency purposes, Harris Health encourages BOT Members to review information from Harris

Health Administration regarding disclosure conflicts as soon as vendors are disclosed and to promptly determine if a conflicts disclosure statement should be filed. Harris Health encourages BOT Members and Harris Health Administration to consult with the County Attorney's Office regarding any questions or uncertainty with the filing of a conflicts disclosure statement. The County Attorney's Office may give advice informally.

2. If the BOT Member misses the deadline to file the conflicts disclosure statement and the Board Office is or becomes aware of the BOT Member's obligation to file the conflicts disclosure statement with regard to a vendor, the Board Office shall give notice to the BOT Member of the failure to file the conflicts disclosure statement, and the BOT Member shall file the required conflicts disclosure statement not later than the seventh (7th) business date after the date the BOT Member receives this notice from the Board Office.
3. Because the filing of a conflicts disclosure statement does not require abstention of any sort, a BOT Member need not announce or publicly disclose before, during, or after a Board meeting the existence of a relationship identified in the statement apart from having filed the statement. BOT Members should be aware that, because Harris Health maintains an internet website, it is required by law to provide access to conflicts disclosure statements on this website.
4. The Board Office will maintain the conflicts disclosure statements in accordance with Harris Health's records retention schedule.
5. Upon adoption of this Policy, the Board Office will maintain and publish a list to all BOT Members of vendors who contracted with Harris Health or were considered for a contract, and all BOT Members are obligated to file a Texas Ethics Commission Form CIS for vendors required to be disclosed under Chapter 176 of the Texas Local Government Code.
6. Regardless of the involvement of the Board Office and the County Attorney's Office, each BOT Member is personally responsible for ensuring that his or her relationships with vendors are properly disclosed. All BOT Members are advised that in certain cases, failure to comply with this policy could constitute a Class A Misdemeanor.

IV. NEPOTISM:

A. Overview:

Texas law prohibits public officials from appointing, confirming the appointment of, or voting for the appointment or confirmation of the appointment of a close relative of public officials to a paid public position or employment.

B. Nepotism:

1. A BOT Member may vote, discuss, or make a decision on employment, promotions, transfers, assignments or supervise an individual that the BOT Member has a Family Relationship with or is a Household Member.
2. A BOT Member may not directly or indirectly use his or her position to secure the employment, promotion, transfer, or assignment of an individual that the BOT Member has a Family Relationship with or is a Household Member.

C. Exceptions:

1. If an individual is appointed as a BOT Member and such BOT Member has a Family Relationship with a Harris Health employee or a Household Member employed with Harris Health, the BOT Member must immediately notify the Board Office.
2. Such Family Relationship individual or Household Member may continue being employed by Harris Health if the Family Relationship individual or Household Member has been continuously employed with Harris Health for 30 days prior to the appointment of the BOT Member (“Continuous Employment”).
3. If the Family Relationship individual or Household Member falls under the Continuous Employment exception, the BOT Member shall not participate in any discussion, decision, or vote regarding the Family Relationship individual or Household Member’s employment, compensation, promotion, transfer, assignment or dismissal if these actions only apply to the individual and is not taken regarding a bona fide class or category of employees.

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REFERENCES/BIBLIOGRAPHY:

Chapters 171 and 176 of the Texas Local Government Code

Chapter 573 of the Texas Local Government Code.

OFFICE OF PRIMARY RESPONSIBILITY:

Harris Health System Office of Corporate Compliance

REVIEW/REVISION HISTORY:

Effective Date	Version # (If Applicable)	Review or Revision Date (Indicate Reviewed or Revised)	Reviewed or Approved by: (If Board of Managers Approved, include Board Motion #)
	1.0	Approved 2/27/2020	Board of Trustees Board Motion No. 20.02-20