

CONNECTICUT GREEN BANK

BOARD OF DIRECTORS AND ADVISORY COMMITTEE MEMBERS

ETHICAL CONDUCT POLICY

Section 1. Purpose

Ethical conduct and transparency in the conduct of its business are core values of the Connecticut Green Bank (“Green Bank”). The directors of the Green Bank are expected to maintain the highest standards in the conduct of their duties to maintain public trust and confidence in the Green Bank. It is the purpose of this Ethics Policy to establish the highest standards of honesty, integrity and quality of performance for all Green Bank directors, recognizing the need for compliance with all relevant statutes, executive orders, rules and regulations to avoid even the appearance of impropriety in the performance of Green Bank’s statutory mandate.

In particular, each director is responsible for his or her conduct, and should become familiar with, the Code of Ethics for Public Officials. A copy of the 2014 *Guide to the Code of Ethics for Public Officials and State Employees* may be found by clicking [here](#).

This Ethics Policy is intended to be a general guide for Green Bank directors in determining what conduct is prohibited so that it may be avoided.

Section 2. Values

In performance of their duties, Green Bank directors shall:

- Maintain ethical standards beyond strict compliance with relevant statutes and regulations;
- Fulfill the statutory mandate of the Green Bank in fostering the growth, development and commercialization of clean energy sources and related enterprises and in stimulating demand for clean energy and in the deployment of clean energy resources which serve end use customers in the State of Connecticut;
- Make all decisions strictly on a public purpose and financial basis, without regard to political affiliation or personal interest;
- Fulfill their obligation to applicants, the public, ratepayers, the Executive Branch of the State of Connecticut, the Connecticut General Assembly

- and all other stakeholders in the Green Bank;
- Maintain transparency and honesty in all operations of the Green Bank;
 - Act as a responsible stewardship of all the Green Bank assets;
 - Provide for the timely distribution of all public information to any interested party; and
 - Maintain the public trust by strict adherence to the public purpose for which the Green Bank was created.

Section 3. Applicability

This Ethics Policy is applicable to all directors of the Green Bank and, to the extent required by law, all non-director voting members of any advisory committees formed by the Green Bank.

Section 4. Enforcement

Any questions or concerns regarding violations or suspected violations of either the Code of Ethics for Public Officials or this Ethics Policy shall be brought to the attention of the Chairperson or Vice-Chairperson of the Board of Directors in writing who shall then transmit such questions or concerns to the Board of Directors. Persons subject to this Ethics Policy may also seek advice from the Office of State Ethics at 860-566-4472 regarding known or suspected violations of the Code of Ethics. Further, persons subject to this Ethics Policy may seek advice from the Office of State Ethics should any questions arise concerning his or her conduct.

Intentional violations of either the Code of Ethics for Public Officials or this Ethics Policy will not be tolerated and will be reported to the Board and the Office of State Ethics and, if applicable, to the appropriate federal and state agencies.

Section 5. Code of Ethics Compliance

As public officials of the State of Connecticut, Green Bank directors are subject to all relevant ethics statutes, regulations, and the like of the State of Connecticut. Key provisions of the Code of Ethics for Public Officials include:

- **GIFTS** – In general, public officials are prohibited from accepting gifts from anyone doing business with, seeking to do business with, or directly regulated by the official's agency or department or from persons known to be a registered lobbyist or lobbyist's representative. There are also restrictions on gifts between public officials in certain circumstances. (See the *Guide to the Code of Ethics for Public Officials and State Employees*, and Selected Statutory References, Sections 1-79(e) and 1-84(m) found therein.)
- **FINANCIAL BENEFIT** – A public official is prohibited from using his/her office or

non-public information obtained in state service for the financial benefit of the individual, certain family members, or that of an associated business. (See Selected Statutory References, Section 1-84(c))

- **FINANCIAL DISCLOSURE** – All Green Bank directors are required to file a financial disclosure statement with the Office of State Ethics. Some or all of the information contained in the financial disclosure statement may be considered public information. (See the *Guide to the Code of Ethics for Public Officials and State Employees* and Selected Statutory References, Sections 1-79(e) and 1-84(m))
- **RECUSAL OR REPORTING IN CASE OF POTENTIAL CONFLICTS** – The Code of Ethics requires that public officials avoid potential conflicts of interest. If a director would be required to take official action that would affect a financial interest of such director, certain family members or a business with which they are associated, they must excuse themselves from participating in deliberations, voting or otherwise taking affirmative action on the matter. (See Selected Statutory References, Section 1-86(a) and the Green Bank’s Bylaws, Article VII, found by clicking [here](#)). Additionally the Green Bank has prepared a written Ethics Statement (as noted in sec. 1-86 (a) of the statutes and Article VII of the Bylaws) which can be found on the Green Bank web site [here](#).

The foregoing items are not an exhaustive list of prohibited activities, and each director should familiarize himself or herself with the Code of Ethics for Public Officials.

Section 6. Outside Business Interests

Because of the statutory qualifications for membership on the Green Bank Board of Directors, it is expected that some directors will have outside business or professional interests related to energy resources or policy. Such outside interests are not considered to create a conflict of interest, provided that a director shall not participate in any deliberation or vote, and shall not take any other affirmative action as a director, with respect to a matter in which the director has an interest which is in substantial conflict with the proper discharge of the director’s duties and responsibilities as a director of the Green Bank. Determination of whether a “substantial conflict” exists is made in the manner provided in Section 1-85 of the Connecticut General Statutes. (See Selected Statutory References, Section 1-85 and Green Bank Bylaws, Article VII)

Section 7. Additional Green Bank Policies

Given that the Green Bank is partially funded through a surcharge on consumers of electric services in the State of Connecticut and the Green Bank’s statutory mandate is to foster the growth, development, and commercialization of clean energy resources, and to stimulate demand for clean energy, among other things, the Green Bank expects that, in

addition to complying with the Code of Ethics for Public Officials and State Employees, that its directors will:

- Protect the confidential information to which Green Bank directors have access
- Avoid actual or potential conflicts of interest
- Neither interfere with nor solicit contracts on behalf of any person
- Submit the Statement of Financial Interests disclosure documents to the Office of State Ethics in a timely manner.

Section 8. Post-State Employment Restrictions

Green Bank directors are required to comply with the Code of Ethics provisions pertaining to post-state employment, which are commonly known as the "revolving door" provisions. For example, there are restrictions on accepting employment with a party to certain contracts (which would include contracts relating to investments or other financial assistance) if the director was involved in the negotiation or award of the contract, restrictions on representing other parties before the Green Bank during a one-year period following departure from state service, and restrictions on accepting employment as a lobbyist or acting as a registrant if the director were convicted of any felony involving corrupt practices, abuse of office or breach of the public trust.

Directors should familiarize themselves with the statutes pertaining to post-state employment generally, which can be found at Connecticut General Statutes Sections 1-84a and 1-84b. (See Selected Statutory References). You may access these statutes [here](#). A summary of these requirements is included in the *Guide to the Code of Ethics for Public Officials and State Employees* found above.

Section 9. GREEN BANK Staff

Directors understand that Green Bank employees are subject to the Green Bank Ethical Conduct Policy. Known or suspected breaches of the Green Bank Ethical Conduct Policy by such employees may require reporting to the Green Bank's General Counsel acting as the Green Bank's Ethics Compliance Officer and may require disciplinary action as provided by the Green Bank's employment policies, in addition to sanctions provided by state law.

It is the responsibility of each Green Bank employee to inquire of the Green Bank's Ethics Compliance Officer or the Office of State Ethics at 860-566-4472 should any question arise concerning his or her conduct.

Approved by the Connecticut Green Bank Board: _____, 2012.