

# ETHICS COMMISSION

Tuesday, December 2, 2025 at 6:00 PM  
This meeting will be held via Zoom



## MEMBERS

Carolyn Braun  
Peter Goldman  
Jennifer Goodwin  
William Hayward  
Maria Maffucci  
Rosemary Paine  
Jennifer Wriggins

### REMOTE ACCESS INFORMATION:

[Zoom Link](#)

The Ethics Commission will conduct this meeting remotely via Zoom pursuant to the Remote Meeting Policy. Allow your computer to install the free Zoom app to get the best meeting experience. If you are not able to attend live either in person or via Zoom, a recording will be available in the [Agenda Center](#) following the meeting.

For public comment via Zoom, you will need to use the "raise your hand" feature. To raise your hand via the telephone, please hit \*9. You will be unmuted by the host when it is time for public comment.

[Click Here for Zoom Link](#)

### PUBLIC COMMENT INFORMATION:

To submit written public comment on an agenda item, email [ethics@portlandmaine.gov](mailto:ethics@portlandmaine.gov). Submissions must be received by 12:00 pm the day before the Ethics Commission meeting to guarantee their inclusion in the agenda packet. All submissions must include the commenter's name and legal address. To help ensure your comment is submitted for the correct item, please include the name of the agenda item (see below).

### AGENDA:

1. **Call to Order**
2. **Roll Call**
3. **Approval of Minutes from Previous Meeting**
  - i. Ethics Meeting-Tuesday, October 28, 2025
4. **Unfinished Business**
  - i. Draft Code of Ethics (Continued)
    - Overview/Preamble
    - Conflict-of-Interest Policy- Draft
    - Confidentiality Policy
5. **Hour Mark-10 Minute Recess**

**6. New Business**

**7. Next Meeting Date**

i. Tuesday, December 30, 2025

**8. Adjourn**



## City of Portland-Ethics Commission

**Meeting Date:** Tuesday, October 28, 2025 at 6:00 pm-Meeting Minutes

### Attendees (All Present)

Carolyn Braun, Peter Goldman, Jennifer Goodwin, Will Hayward, Maria Maffucci, Rosemary Paine, Jennifer Wiggins

Staff: Rachel Millette (Associate Corporation Counsel), Ashley Rand (City Clerk)

### Agenda

#### 1. Call to Order

Peter Goldman (Chair) called the meeting to order at 6:01 pm

#### 2. Approval of Minutes from Previous Meeting, September 30, 2025

Minutes were unanimously approved as submitted

#### 3. Unfinished Business

##### I. Draft Code of Ethics (Continued)

Correspondence from public:

Peter acknowledged and thanked Joey Brunelle and Zack Barowitz for their correspondence posted under Public Comments on the Ethics Commission page. Peter acknowledged Maria's comments on the draft of the intro section

Review of the Intro Section - 05:20 - 24:15

07:30 - Will and Jen: Intro is the public facing document

09:25 - Rose: Usage of word, "ethical." What do we believe 'ethics' means?

15:04 - Review of Maria's comments

*Action:* Will and Jen will take comments and go back over the preamble and present it for next meeting;

Review of Conflict of interest Draft 24:18 - 1:27:00

24:46 - Peter: intro to draft

27:30 - on appointing Accountability Officer recommended in Charter Commission's charge

28:56 - Rose, Will, Peter: Disclosure issues

32:00 - Rachel: What *are* the conflicts of interest that will cause disclosure or recusal?  
Peter: scope of conflicts-how far does the document go? Carolyn: how do we take a set of values and apply accountability? Rose, Carolyn: Conflict of interest is the conflict between the individual's needs and the needs of the community. How to apply this philosophy to the document. Jen requested to see collective bargaining material.  
Rachel: <https://portlandmaine.gov/353/Policies>, <https://portlandmaine.gov/368/Unions>

*Action:* Peter and Carolyn will go back over the document with a focus on individual vs. community, ethical values, and apply to specifics. Jen and Rachel will look at examples of different types of employees, contractors, volunteers where there might be conflict of interests

**4.**The Chair calls for a 10-minute recess at the hour mark

**5.** New Business

Carolyn: She would prefer that the Commission meet in person, when possible.

Action: Next meeting, Tues Dec. 2 @ 6:00pm at City Hall. Rm 24 Will discuss meeting at 5:00 in the future.

**6.** Next Meeting Date

i. Tuesday, October 28, 2025 (In-Person, City Hall, Room 24, Basement)

**7.** Meeting adjourned at 7:41pm

## City of Portland Maine Code of Ethics

### Overview/Preamble

Portland's government exists solely to tend to the needs of the people within its city. In order to do so effectively, its residents must have confidence and trust in the integrity of those in positions of service. The people of the City of Portland deserve elected and appointed officials and city employees who maintain the highest ethical principles, promote elevated standards of conduct, and avoid conflicts of interest, real or perceived.

It is with this intent that the City of Portland Maine has created the following Code of Ethics, predicated on the values of honesty, fairness, equitable treatment and placing the needs of the community over those of the individual. democracy depends on a government that is impartial, transparent, and accountable to its constituents.

A code of ethics is a set of rules that outlines clear expectations for organizational business practices and behaviors. Such codes are based on values intended to guide professionals to conduct themselves with honesty and integrity. Municipal codes of ethics strive to establish principles that reflect a city's core values, and define the standards to which employees and elected or appointed officials are held.

This Code of Ethics is designed to foster an honorable culture throughout municipal governance. It sets clear, minimum expectations for performance in the service of the City of Portland. Inherently, ethical standards may set require conditions more rigorous than city or state laws and statutes.

CITY OF PORTLAND, MAINE

CONFLICT-OF-INTEREST POLICY

**Introduction: Why A Conflict-of-Interest Policy Is Necessary**

Everyone who lives or works in Portland has the right to trust, completely, that their government will serve them honestly, fairly, and with equity. They must be able to rely on City personnel<sup>1</sup> to place the public interest - the community's interest - ahead of their individual advancement and interests, whether financial or personal.

Moreover, we understand that citizens' trust in government and its even-handed application to all is fragile, and therefore believe that elected and appointed officials, and the government's employees, must execute their duties fairly and without favoritism.

For these reasons, when it comes to conflicts of interest, appearance is as important as reality. Complete transparency is essential in all proceedings and decisions made in City government. Conflicts of interest threaten that trust and diminish confidence in the system and in the City.

It is no accident that Maine has laws on the books about conflicts of interest. In Maine, it is the law that certain acts and proceedings of municipalities and their officials can be voided if the act or proceeding is tainted by a conflict of interest. It is also the law in Maine that an impermissible conflict of interest may be indirect as well as direct and may be non-monetary as well as monetary.

To head off – as much as possible – disputes that might undermine the public's trust in government or trigger these laws, Portland requires all personnel, whether paid or unpaid, elected or appointed or voluntary, to adhere to the provisions, terms and conditions of this Conflict-of-Interest Policy.

**Conflict-of-Interest Policy**

City personnel shall avoid any conflict of interest. A conflict exists when their loyalties or actions are divided between their interests and the interests of the City.

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<sup>1</sup> As used in this Policy the word "personnel" means any person who acts for or on behalf of the City regardless whether they are paid or unpaid, elected or appointed or voluntary.

In addition, City personnel must avoid the appearance of a conflict of interest. A conflict of interest may exist, or be perceived, in different ways. For example, 1) in **dual roles**, such as when an official holds more than one role inside or outside of the decision-making organization; 2) **family ties**, for example in a decision-making process that involves family members or friends; and 3) **gifts or favors**, such as a decision that includes accepting benefits regarding the decision-making process.

City personnel shall avoid any relationship, activity, or ownership that might create a conflict between their personal interest and the interest of the City in any of its dealings.

City personnel also shall avoid allowing themselves to become obligated in any way to third parties, such as individuals and/or firms with which they deal. City personnel shall show no preference to third parties based on any self or family or friendship interest.

### **Questions Regarding This Policy**

Questions concerning this Conflicts Policy or its application in specific circumstances should be resolved with the City's Accountability Officer or, if the City has not appointed an Accountability Officer<sup>2</sup>, senior management and the City's counsel, before any action is taken.

All City personnel must similarly report to the same officials any situation or occurrence that is believed to be contrary to this Conflict-of-Interest Policy.

### **Examples of Possible Conflicts**

It is not feasible to describe all the situations that could give rise to a conflict of interest, nor is it desirable to try to define exact limitations. The following examples are not intended to be exclusive, but to illustrate various kinds of situations that would ordinarily raise a question of conflict of interest.

1. Hearings, Voting and Dispositions. City personnel shall not participate in the hearing or disposition of any matter in which they have an interest. Any question whether they have a conflict of interest shall be decided by the Accountability Officer, if appointed, and if not by senior management or City counsel, to whom the

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<sup>2</sup> The City Charter Commission recommended that an Accountability Officer be appointed but the Ethics Commission has not reached an opinion on the matter. See City of Portland Charter Commission Code of Ordinances, Art. VIII §1-A(c).

question of conflict shall be submitted within three (3) business days after the City personnel first learns of it.

2. Improper Influence. City personnel may not grant or deny permission to a third party to do a thing, or refrain from doing a thing, when such granting or denying decision is not based on the merits of the facts.

3. Contracts; Personal Investments.

a. General. A conflict could exist through the ownership, directly or indirectly, by City personnel with substantial financial interest in any outside concern which does or seeks to do business with the City, or to furnish it services regarding which the City personnel has authority to make any decisions or recommendations or could have any influence. In Maine, for the purposes of a determination of conflict of interest, a “substantial financial interest” constitutes ten percent (10%) or more of the outside concern. In any such case, the circumstances must be fully disclosed to and approved in writing by the Accountability Officer, if appointed, and if not by the corporate officer or City counsel having jurisdiction over the specific City personnel’s activity in order for the activity not to be prohibited.

b. Business Opportunities. In addition, no City personnel should acquire any participating interest, direct or indirect, in any entity or venture when it is known, or they know, or they reasonably should know, that the City may take or is taking steps to acquire any interest in such entity or venture.

c. Ownership or Participation. For purposes of this Conflicts Policy, ownership or participation by the spouse or other family relation of any City personnel shall be considered as ownership or participation by the personnel, absent a clear showing that this is not the case, supported by the written approval of the Accountability Officer, if appointed, and if not by senior management or City counsel, as appropriate.

4. Employment.

a. Outside Employment and Consulting. Employment by, or rendering consulting services to, any outside concern which does or may do business with the City or is a competitor of the City, except as a representative of the City or with its written consent, is prohibited.

b. Outside Business Activities. City personnel shall not engage in outside business activities or employment incompatible with the City's right to their time and efficient service.

5. Outside Business Directorships. City personnel may not serve as a director of any outside business concern, other than on behalf of the City, except with the written approval of the Accountability Officer, if appointed, and if not by the corporate officer or counsel having jurisdiction over their activity.

6. Confidential Information; Insider Information. See the Policy on Confidential Information, incorporated by reference.

### **General Undertakings**

The City personnel signing below acknowledges and agrees that they have undertaken a special duty of confidentiality, care and loyalty to the City as provided in this Conflicts Policy. The City personnel signing below further agrees that the duties they have undertaken shall remain in full force and effect for one (1) year following the termination of their employment or other relationship with the City.

The City personnel who sign this Conflicts Policy understand and agree that, by signing below, they have read and understood the Policy and have agreed to its provisions, terms and conditions.

SIGNATURE: \_\_\_\_\_

NAME: \_\_\_\_\_

TITLE: \_\_\_\_\_

DATE: \_\_\_\_\_

CITY OF PORTLAND, MAINE

CONFIDENTIALITY POLICY

**Introduction**

It has been stated elsewhere,<sup>1</sup> and bears repeating here, that “everyone who lives or works in Portland has the right to trust, completely, that their government will serve them honestly, fairly, and with equity. They must be able to rely on City personnel to place the public interest – the community’s interest – ahead of their individual advancement and interests, whether financial or personal.”

On this score, City personnel<sup>2</sup> have a duty to preserve Confidential Information and protect it from unauthorized disclosure.

1. **Confidential Information.**

a. **Disclosure Prohibited.** The unauthorized disclosure of the City’s Confidential Information to outsiders or using Confidential Information for personal profit or advantage is prohibited.

b. **Definition of Confidential Information.** “Confidential Information” shall mean any information in the City’s possession or control, or that comes into the City’s possession or control during or following the term of any City personnel and their association with the City, of any kind and in any form relating to any aspect of the City’s business, projects, plans, affairs, products, or services that is not generally known which, by its disclosure, would give the disclosing party a personal or competitive advantage. By way of illustration only and not as a limitation “Confidential Information” includes strategies, designs, drawings, sketches, models, prototypes, patterns, notes, memoranda, letters, emails, papers, charts, data, documentation, code, firmware, formulae, discussions, plans, software, programs, algorithms, know-how, branding and/or marketing materials, and information developed by the City or developed by third parties for the City or submitted by them to the City and any documents or things marked “CONFIDENTIAL”.

c. **Non-fixed Media.** Confidential Information can and often does exist in forms not fixed in any medium, such as conversations and discussions. To

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<sup>1</sup> City of Portland, Ethics Commission, Draft Conflict-of-Interest Policy.

<sup>2</sup> As used in this Policy the word “personnel” means any person who acts for or on behalf of the City regardless whether they are paid or unpaid, elected or appointed or voluntary.

be clear, it is the content of the information, not its form, that determines whether the information is Confidential Information. When in doubt whether the information is Confidential Information, City personnel should treat the information as Confidential Information.

d. **Irreparable Harm.** All City personnel acknowledge that the Confidential Information is the valuable property of the City and is a valuable trade secret of the City. All City personnel further acknowledge that any disclosure or unauthorized use of the City’s Confidential Information will cause irreparable harm and loss to the City, or to the party entrusting the Confidential Information to the City, for which monetary damages would be inadequate compensation.

e. **Duty of Confidentiality.** All City personnel understand and agree that by executing this Confidentiality Policy they are entering into a special relationship with the City imposing a duty of confidentiality upon them.

2. **Insider Information.** “Insider Information” is a form of Confidential Information. Insider Information is non-public information which comes to City personnel during their employment or during the course of their association with the City. City personnel shall not use any Insider Information, or reveal it to others who may use it, in connection with business transactions related to the City or contemplated by the City. This applies not only to non-public information relating to the City, but also to non-public information relating to third parties such as individuals or businesses.

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All City personnel who sign this Confidentiality Policy understand and agree that, by signing below, they have read and understood this Policy and have agreed to its provisions, terms and conditions.

SIGNATURE: \_\_\_\_\_

NAME: \_\_\_\_\_

TITLE: \_\_\_\_\_

DATE: \_\_\_\_\_