



MIAMI-DADE COMMISSION ON ETHICS AND PUBLIC TRUST

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MEMORANDUM

TO: Juana Leon, Administrative Services Manager
The Children's Trust

FROM: Nolen Andrew "Drew" Bunker, Staff Attorney
Commission on Ethics

SUBJECT: INQ 2025-03, Voting Conflict, §2-11.1(d); The Children's Trust Conflict of Interest and Code of Ethics Policy § III(A)

DATE: January 7, 2025

CC: All COE Legal Staff

Thank you for contacting the Miami-Dade Commission on Ethics and Public Trust and requesting our guidance regarding possible voting conflicts of interest by board members of The Children's Trust ("TCT") with regard to Resolution 2025-A.

Facts

The Children's Trust is an independent special district established by Miami-Dade County in the Miami-Dade County Code, Chapter 2, Article CIII, Sections 2-1521 through 2-1531.

You have advised that Resolution 2025-A will be considered at an upcoming TCT board meeting. You have further advised that Resolution 2025-A recommends:

Authorization to negotiate and execute contracts with the Early Learning Coalition of Miami-Dade/Monroe, Miami-Dade County Community Action and Human Services Department, and United Way Miami, for local match funding for the federal Early Head Start-Child Care Partnership (EHS-CCP) grant, in a total amount not to exceed \$2,670,000.00, for a term of 12 months, commencing October 1, 2025, and ending September 30, 2026.

Specifically, Resolution 2025-A proposes providing, in TCT matching funds, \$650,000.00 to the Early Learning Coalition of Miami-Dade/Monroe ("ELC"), \$1,250,000.00 to the Miami-Dade Community Action and Human Services Department ("CAHSD"), and \$770,00.00 to United Way

Miami. The purpose of the matching funds proposed in Resolution 2025-A are to match federal funding “for 2,282 high-quality early learning slots” to provide for infant and toddler care for Miami-Dade County resident children who meet the eligibility criteria for the EHS-CCP grant.

The ELC is a Florida not-for-profit corporation that describes its mission as “promot[ing] high-quality inclusive school readiness, voluntary pre-kindergarten and after school programs, thus increasing all children’s chances of achieving future educational success and becoming productive members of society.”¹ United Way Miami is a Florida not-for-profit corporation that describes its mission as “[i]mproving quality of life for all by bringing together people and resources committed to building a better community.”² CAHSD is a Miami-Dade County department that “provide[s] comprehensive social services to individuals and families over the course of the full lifetime spectrum, from before birth to the elderly.”³

You have inquired on behalf of five (5) TCT board members because of their relationships with entities that will receive funding under Resolution 2025-A:

- Pamela Hollingsworth is the Senior Vice President of Strategic Initiatives and Program Development for the ELC;⁴
- Gilda Ferradaz is a board member for the ELC and designee from the Florida Department of Children and Families;
- Norie Del Valle is Chief Impact Officer for United Way Miami;⁵
- Catherimarty “Cathy” Burgos works for Miami-Dade County in the Office of the Mayor as Chief Community Services Officer and, as part of her duties, oversees CAHSD;
- Islamiyat Nancy Adebisi is the Director of the Office of Community Health and Planning for the Florida Department of Health in Miami-Dade County and serves as a Board Member on the Miami-Dade Health Services Advisory Board, which is part of CAHSD.

Issue

Whether five (5) TCT board members have a conflict of interest in voting or otherwise participating in Resolution 2025-A under section 2-11.1(d) of the Miami-Dade County Conflict of Interest and Code of Ethics Ordinance (“County Ethics Code”) and under the TCT Conflict of Interest and Code of Ethics Policy/Bylaws.

¹ See *Our Mission*, ABOUT US, <https://www.elcmdm.org/about-us> (last visited Dec. 30, 2024).

² See *Mission*, ABOUT UNITED WAY MIAMI, <https://unitedwaymiami.org/about-united-way-miami/> (last visited Dec. 30, 2024).

³ See *About Us*, COMMUNITY ACTION AND HUMAN SERVICES, <https://www.miamidade.gov/global/socialservices/home.page> (last visited Dec. 30, 2024).

⁴ *Board of Directors*, ABOUT US, <https://www.elcfoundation.net/about-us/> (last visited Dec. 30, 2024).

⁵ *Executive Staff*, Senior Leadership Team, <https://unitedwaymiami.org/senior-leadership-team/> (last visited Dec. 30, 2024).

Law & Analysis

The Miami-Dade Commission on Ethics and Public Trust may opine whether a TCT board member has a conflict of interest affecting his or her vote or participation in a funding allocation pursuant to the County Ethics Code and the TCT Conflict of Interest and Code of Ethics Policy/Bylaws. *See* RQO 19-06.

The County Ethics Code, at Section 2-11.1(d),⁶ establishes that a voting conflict exists if:

- 1) a board member has an enumerated relationship (officer, director, partner, of counsel, consultant, employee, fiduciary, or beneficiary) with any entity affected by the vote;
- 2) a board member has an enumerated relationship (stockholder, bondholder, debtor, or creditor) with an entity affected and the matter would affect him or her in a manner distinct from how it would affect the public generally; and,
- 3) a board member might, directly or indirectly, profit or be enhanced by the board action.

See RQO 15-04.

The first category of conflict is an “automatic prohibited voting conflict,” which exists when the public official has an enumerated relationship with a party who will be affected by the official’s board action. *See* INQ 22-93 (finding an automatic prohibited voting conflict where TCT Board Members were also Presidents or Board Members of entities receiving funding from the proposed TCT resolution). “Even in the absence of a financial or economic benefit to the . . . official, if such a relationship exists, the official has a prohibited conflict of interest and is barred from voting.” *Id.* (citing RQO 15-04); *see also* INQ 23-167 (finding that a TCT Board Members who served as officers or employees of the ELC and United Way Miami had prohibited conflicts of interest that prevented them from voting on a proposed TCT resolution because their respective organizations received funds pursuant to said proposed TCT resolution).

However, the Ethics Commission has recognized an exception to the automatic prohibited voting conflict rule where the public official has “a primary enumerated relationship with [the] ‘government’ affected entity as opposed to a non-governmental entity.” RQO 19-04. Specifically, “as long as there is no unique impact to the elected official, then he or she may vote and participate on [an] item even though the action of the public body may directly or indirectly affect the government entity.” *Id.* For example, a Miami-Dade County Commissioner who also served on the TCT Board did not have a voting conflict that prevented her from voting on a TCT resolution to negotiate and execute a match contract with the County for the Summer Youth Internship Program because the TCT resolution would not direct funding to or from the BCC. *See* INQ 21-132. In contrast, a TCT Board Member who worked for the Florida Department of Health (“FDOH”) had a voting conflict that prohibited her from voting on a TCT resolution that provided

⁶ This section of the County Ethics Code, by its terms, applies to the Mayor and members of the Board of County Commissioners (“BCC”). However, by implication, members of the TCT board may be included for purposes of analysis because, as an independent special district, the role and authority of TCT members mimics the role of the BCC as ultimate decision-makers of the dispersal of funds as described herein. *See* INQ 20-46.

the FDOH with funding to deliver oral health preventative services because she had an enumerated relationship – employee – with an entity receiving funding from the TCT resolution. *See* INQ 21-37.

Here, with regard to Ms. Hollingsworth and Ms. Ferradaz, they both have an enumerated relationship – either as an officer or an employee – with the ELC. *See* County Ethics Code § 2-11.1(d)(1); RQO 15-04. As discussed above, the ELC will be directly affected by the vote because it will receive \$650,000.00 in match funding to provide infant and toddler care. Consequently, because the ELC will receive funding as a result of Resolution 2025-A, Ms. Hollingsworth and Ms. Ferradaz have automatic prohibited voting conflicts and are barred from voting on or participating in any discussion regarding TCT Resolution 2025-A. *See* RQO 15-04; INQ 23-167; INQ 22-93.

With regard to Ms. Del Valle, she has an enumerated relationship – as an employee – with United Way Miami. *See* County Ethics Code § 2-11.1(d)(1); RQO 15-04. As discussed above, United Way Miami will receive \$770,00.00 in match funding to provide infant and toddler care. Consequently, because United Way Miami will receive funding as a result of Resolution 2025-A, Ms. Del Valle has an automatic prohibited voting conflict and is barred from voting on or participating in any discussion regarding TCT Resolution 2025-A. *See* RQO 15-04; INQ 23-167; INQ 22-93.

With regard to Ms. Burgos, she has an enumerated relationship – as an officer and/or employee – with Miami-Dade County and her job responsibilities include supervision of CAHSD. As discussed above, CAHSD will be directly affected by the vote because it will receive \$1,250,000.00 in match funding to provide infant and toddler care. Consequently, because CAHSD will receive funding as a result of Resolution 2025-A, and CAHSD – a County department over which Ms. Burgos has supervisory authority and responsibility – will receive the funding, Ms. Burgos has an automatic prohibited voting conflict and is barred from voting on or participating in any discussion regarding TCT Resolution 2025-A. *See* RQO 15-04; INQ 21-37. Furthermore, TCT’s Bylaws also provide that, “Board members will act in such a manner to avoid the appearance of impropriety.” As such, even if Ms. Burgos did not have an automatic prohibited voting conflict, under this heightened appearance of impropriety standard, it is also suggested that Ms. Burgos should recuse herself from voting on or participating in any discussion regarding TCT Resolution 2025-A in light of the funding CAHSD would receive pursuant to the resolution and her supervisory role over CAHSD. *See* INQ 23-167.

Finally, with regard to Ms. Adebisi, she has an enumerated relationship – as an officer – with Miami-Dade County through her volunteer service on CAHSD’s Health Services Advisory Board. *See* County Ethics Code § 2-11.1(d)(1); RQO 15-04. As discussed above, CAHSD will be directly affected by the vote because it will receive \$1,250,000.00 in match funding to provide infant and toddler care. However, the Section Manager for CAHSD’s Head Start and Early Head Start Section advised that the Health Services Advisory Board does not consider or make any funding or contract recommendations; rather, it provides advice to CAHSD on programing, policy, and procedure. Thus, because the Health Services Advisory Board on which Ms. Adebisi serves will not have any responsibility or direction over the match funds CAHSD will receive pursuant to Resolution 2025-A, and Ms. Adebisi will not otherwise be directly or indirectly affected in a manner distinct

from the public generally, she would fall within the “government agency relationship” exception to the automatic voting conflict provision of the County Ethics Code and, therefore, would not have an automatic voting conflict. *See* RQO 19-04; INQ 21-132. Furthermore, it does not appear that her participation would give rise to an appearance of impropriety under TCT’s Bylaws.

Opinion

Under the facts provided concerning TCT Resolution 2025-A, which will provide match funding for the EHS-CCP grant for infant and toddler care, **we recommend that Ms. Hollingsworth, Ms. Ferradaz, Ms. Del Valle, and Ms. Burgos all refrain from voting on or participating in any discussion regarding TCT Resolution 2025-A** because they each have automatic prohibited voting conflicts under Section 2-11.1(d) of the County Ethics Code due to their respective enumerated relationships with the ELC, United Way Miami, and CAHSD; the “Government Agency Relationship” exception does not apply to Ms. Burgos; and, recusal accords with the heightened appearance of impropriety standard in TCT Policy and Bylaws. *See* County Ethics Code § 2-11.1(d)(1); RQO 15-04; INQ 23-167; INQ 21-37.

However, we find that **Ms. Adebisi would not have a voting conflict regarding TCT Resolution 2025-A** because the CAHSD Health Services Advisory Board on which she serves will not have any responsibility or direction over the match funds received by CAHSD pursuant to TCT Resolution 2025-A and she will not profit or be enhanced by TCT’s action on the resolution. *See* County Ethics Code § 2-11.1(d)(1); RQO 19-04; INQ 21-132.

This opinion is limited to the facts as presented to the Miami-Dade Commission on Ethics and Public Trust and is limited to an interpretation of the Miami-Dade County Conflict of Interest and Code of Ethics Ordinance and TCT’s Conflict of Interest and Code of Ethics/Bylaws only and is not intended to interpret state laws. For an opinion regarding Florida ethics law, please contact the Florida Commission on Ethics, P.O. Drawer 15709, Tallahassee, FL 32317, phone number (850) 488-7864, <http://www.ethics.state.fl.us/>.

INQs are informal opinions provided by the legal staff after review and approval by the Executive Director and/or General Counsel. INQs deal with opinions previously addressed in public session by the Miami-Dade Commission on Ethics and Public Trust or within the plain meaning of the County Ethics Code. RQOs are opinions provided by the Ethics Commission when the subject matter is of great public importance or where there is insufficient precedent. While this is an informal opinion, covered parties that act contrary to this opinion may be subject to investigation and a formal Complaint filed with the Ethics Commission.