



MIAMI-DADE COMMISSION ON ETHICS AND PUBLIC TRUST

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MEMORANDUM

TO: Princess Brown, Selection Committee Coordinator
Strategic Procurement Department (SPD)

Yaritza Reina, Executive Secretary
Office of the Commission Auditor (OCA)

FROM: Loressa Felix, General Counsel
Commission on Ethics and Public Trust

SUBJECT: INQ 2025-35, Voting Conflict of Interest § 2-11.1(v); Appearances of Impropriety

DATE: April 11, 2025

CC: All COE Legal Staff; Uppal, Namita (SPD); Yinka Majekodunmi OCA; Jannesha Johnson, OCA; Bethel, Pearl (SPD); Crowe, Barbara (Gallagher); Naftaniel, Michael (PIOD)

Thank you for contacting the Miami-Dade Commission on Ethics and Public Trust and requesting our guidance regarding the following proposed transaction.

Facts:

We have reviewed your memorandum dated March 21, 2025, which was prepared in connection with the Appointment of Selection Committee for Miami-Dade County Human Resources Department Request for Proposals for Employee Voluntary Group Vision Program – Project No. EVN0003533. The memorandum was prepared in connection with Resolution No. R-449-14, directing the Office of the Commission Auditor (OCA) to conduct background checks on members serving on evaluation/selection committees.

The memorandum noted that members of the selection committee made disclosures on their Neutrality/Disclosure Form that merited submission to the Commission on Ethics for an opinion. Specifically, the memorandum noted the following:

- Barbara Crowe, Gallagher, is listed as a Technical Advisor. Ms. Crowe is not employed by Miami-Dade County, and Gallagher is not a respondent to this solicitation.

- Michael Naftaniel, Human Resources Department, disclosed on his Neutrality Affidavit that he is the current Division Director for Miami-Dade County Benefit Plans.

We conferred with Ms. Crowe. She is a Senior Area Vice President for Gallagher, a global insurance brokerage, risk management, and consulting firm. She has worked in that capacity for over 25 years. Ms. Crowe indicated that she had not been previously employed by any of the respondents to this solicitation nor did she or any of her immediate family members have any relationship with any respondent to the solicitation. She also has no personal or financial interest in any of the respondents. Ms. Crowe stated that she could be fair and impartial when evaluating the various respondents to this project.

We conferred with Mr. Naftaniel. He is the Division Director for Benefits and Employee Support Services for the Miami-Dade County People and Internal Operations Department (PIOD). He has worked in that capacity for the past 8 months. Mr. Naftaniel indicated that he had not been previously employed by any of the respondents to this solicitation nor did he or any of his immediate family members have any relationship with any respondent to the solicitation. He also has no personal or financial interest in any of the respondents. Mr. Naftaniel stated that he could be fair and impartial when evaluating the various respondents to this project.

Discussion:

This agency conducts reviews of these issues under the County Ethics Code, which governs conflicts by members of County advisory and quasi-judicial boards. We also consider whether there is an appearance of impropriety created and make recommendations based on R-449-14 and Ethics Commission Rule of Procedure 2.1(b).

Specifically, Section 2-11.1(v) of the County Ethics Code states that no quasi-judicial personnel or advisory personnel shall vote on any matter presented to an advisory board or quasi-judicial board on which the person sits if the board member will be directly affected by the action of the board on which the member serves and the board member has any of the following relationships with any of the persons or entities appearing before the board: (i) officer, director, partner, of counsel, consultant, employee, fiduciary or beneficiary' or (ii) stock holder, bondholder, debtor or creditor.

It does not appear that either member would have a voting conflict of interest under Section (v) of the County Ethics Code because neither will be directly affected by the vote, nor does either have any of the enumerated relationships with any entity affected by the vote.

Further, as noted above, due to the sensitivity of the procurement process and the need to sustain public confidence in it, this agency also opines concerning whether there may be an appearance of impropriety in a given situation that would justify the removal of a member of an appointed selection committee. *See* Section 2-1067, Miami-Dade County Code, and 2.1(b) of the COE Rules of Procedure.

Ms. Crowe and Mr. Nathaniel have both indicated no relationship with any respondent to this solicitation. Therefore, given the fact that Ms. Crowe and Mr. Nathaniel have stated that they

could be fair and impartial when evaluating the various respondents to this project, there are no facts to demonstrate a potential conflict or appearance of impropriety. See INQ 23-62, INQ 20-136, INQ 18-230, INQ 18-47, INQ 18-21, INQ 17-286, INQ 16-165, and INQ 14-279.

Opinion:

Consequently, we see no reason why Ms. Crowe or Mr. Nathaniel should not serve on this committee. Neither has any conflict of interest under the County Ethics Code, or grounds to assert an appearance of impropriety created by their service on this committee.

However, members are reminded that the selection committee, for which they will serve, operates under the County's Cone of Silence, Section 2-11.1(t) of the County Ethics Code. The Cone of Silence puts significant restrictions on oral communications made by Commissioners, County staff, selection committee members, and prospective contractors, as well as their lobbyists and consultants, regarding any procurement matter during the time that the Cone is in effect. All selection committee members will therefore be prohibited under the Cone from communicating with any of the responding entities to this solicitation with which they may currently have interactions regarding ongoing projects.

This opinion is limited to the facts as you presented them to the Commission on Ethics and is limited to an interpretation of the County Ethics Code only and is not intended to interpret state laws. Questions regarding state ethics laws should be addressed to the Florida Commission on Ethics.

We appreciate your consulting with the Commission in order to avoid possible prohibited conflicts of interest. If the facts associated with your inquiry change, please contact us for additional guidance.

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