



CITY OF  
BAINBRIDGE ISLAND

Ethics Board Special Meeting  
Monday, November 10, 2025, 6:30 PM  
Chamber Conference Room, City Hall  
280 Madison Ave N  
Bainbridge Island, WA 98110

The Ethics Board will hold this meeting in person, in the City Hall Council Conference Room. Attendance may be in person or the meeting is also accessible via the Zoom meeting platform.

REMOTE MEETING ON ZOOM  
PLEASE CLICK THE LINK BELOW TO JOIN THE WEBINAR:

<https://bainbridgewa.zoom.us/j/86365762700>

OR TELEPHONE: US: 1-253-205-0468

WEBINAR ID: 863 6576 2700

## AGENDA

### 1. CALL TO ORDER / ROLL CALL – 6:30 PM

### 2. APPROVAL OF AGENDA / CONFLICT OF INTEREST DISCLOSURE

- November 10, 2025 Meeting Agenda

### 3. PUBLIC COMMENT

In person public comment is accepted at this time on any topic of public interest. Each commenter will have three minutes, or such amount as the meeting chair determines, to speak. Public comment is not taken on individual agenda items during the meeting. Public comment is simply received by the Board, with no response, and the Board cannot deliberate on items that are not on the agenda. Please refer to guidelines and instructions for public comment, including orderly behavior and civility in remarks, attached below. The lack of comment is not an endorsement or a denial of the comment. Remote public comment is allowed with advance notice to the City Clerk, provided that all remote commenters shall be required to display their true name and to keep their camera turned on to show their true uncovered face while delivering their comments.

#### 3.A Instructions for Providing Public Comment

### 4. REGULAR BUSINESS

#### 4.A Approval of Minutes:

- October 8, 2025 Meeting Minutes

#### 4.B Review Status of Pending Complaints

#### 4.C Review Determination Letter Drafts

- Complaint EB2021-04
- Complaint EB2021-06

**4.D Training Updates**

**4.E Ethics Code Recommendations to City Council: Status Update**

- [Video: Special Meeting](#)

**4.F Board Member Update**

**4.G City Liaison Briefing**

**5. NEW BUSINESS**

**5.A 2025 Annual Report / 2026 Work Plan**

**5.B City Liaison Briefing**

**6. AGENDA FOR NEXT MEETING**

**7. NEXT MEETING DATE:** December 10, 2025

**8. GOOD OF THE ORDER**

**9. ADJOURNMENT**



Meetings are wheelchair accessible. Assisted listening devices are available in Council Chambers. If you require additional ADA accommodations, please contact the City Clerk's Office at 206-780-8604 or [cityclerk@bainbridgewa.gov](mailto:cityclerk@bainbridgewa.gov) by noon on the day preceding the meeting.



## Public Comment

Members of the public are encouraged to submit public comment to the City Advisory Committees. Interested parties may provide comment by:

- Emailing the [City Clerk \(cityclerk@bainbridgewa.gov\)](mailto:cityclerk@bainbridgewa.gov). This comment may be submitted at any time.
- Providing in-person comment at a meeting.
- Providing comment at a meeting via Zoom, in accordance with the advance notice and camera requirements.

Members of the public who wish to provide public comment in-person at a meeting should sign up to speak on the sign-in sheet. The Chair will call the people signed up on the sign-in sheet, and speakers will have three minutes (or such other time set by the Chair) to speak. The Chair or a designee will indicate when the time has elapsed.

Remote public comment is allowed with advance notice to the City by 4:00 p.m. on the business day before the meeting at [cityclerk@bainbridgewa.gov](mailto:cityclerk@bainbridgewa.gov), provided that all remote commenters shall be required to display their true name and to keep their camera turned on to show their true uncovered face while delivering their comments.

Guidelines for public comment are below. These guidelines were established for and approved by the City Council and also apply to all advisory boards, committees and commissions of the City Council.

### **Excerpts from the Governance Manual regarding public comment:**

#### **5.6 Respect and Decorum**

It is the duty of the Presiding Officer and Councilmembers to maintain dignity and respect for their offices, City staff, and the public. While the Council is in session, the Councilmembers shall preserve civility, order and decorum. No member of the public shall, by conversation or otherwise, delay, disrupt, or interrupt the proceedings of the Council, nor engage in any of the prohibited behavior described below. Councilmembers and the public shall obey the proper orders of the Presiding Officer of the meeting.

##### **5.6.1 Orderly Behavior and Civility in Remarks**

Any person disrupting the business of the Council, either while addressing the Council or attending the proceedings, shall be asked to leave, or be removed from the meeting. Continued disruptions may result in a point of order by the Presiding Officer or a Councilmember pursuant to the Council's parliamentary rules, or a recess, forced removal, or adjournment as described elsewhere in this manual. Disruptive behavior includes, but is not limited to, the following:

- a) Speaking without being recognized by the Presiding Officer.
- b) Continuing to speak after the allotted time has expired.

- c) Speaking on an item at a time not designated for discussion by the public of that item, such as speaking on a quasi-judicial item at a time other than during a public hearing or closed record proceeding on the matter.
- d) Throwing objects.
- e) Speaking on an issue that is not a public topic, in violation of Section 9.12.2.
- f) Speaking in favor of or in opposition to a ballot proposition or a candidate for public office, provided, that public comment is allowed when the City Council is considering taking a collective position in favor of or in opposition to a ballot proposition as authorized in RCW 42.17A.555.
- g) Impersonating a City Councilmember or a member of the City staff.
- h) Shouting or otherwise engaging in loud or boisterous behavior.
- i) Continuing to make repetitive remarks after being requested not to do so by the Presiding Officer or a majority of the City Council.
- j) Attempting to engage the audience rather than the Council, e.g., asking audience members to stand, clap, boo or otherwise express collective support or opposition to any matter.
- k) Booing, hissing, or otherwise disrupting the comments of another speaker.
- l) Using racial slurs or other slurs directed at the color, creed, religion, ancestry, gender, sexual orientation, gender expression or identity, national origin, citizenship or immigration status, or mental, physical, or sensory disability of any individual or group, under circumstances where such words constitute “fighting words” under constitutional law.
- m) Refusing to modify conduct after being advised by the Presiding Officer that the conduct is disrupting the meeting or disobeying any other lawful order of the Presiding Officer or a majority of the City Council.

#### **5.6.2 Permission Required to Address the Council**

Persons other than Councilmembers and Administration shall be permitted to address the Council only upon recognition and introduction by the Presiding Officer of the meeting.

#### **9.12.2 Subjects – Whether or Not on the Current Agenda**

Public comments received during the public comment period may be on any public topic, whether or not on the agenda, but a comment on the subject that is covered by a public hearing at that meeting must be made during the period of the public hearing. All public comments shall be made consistent with Section 5.6.

#### **9.12.3 Use of Microphones**

Comments shall be made directly into the microphone, as it is necessary for the public record and for the audience to hear all proceedings. No comments shall be made from any other location.

**COBI ETHICS BOARD**  
Regular Meeting  
Wednesday, October 8, 2025  
In-person and via Zoom

**Minutes**

**1. CALL TO ORDER/ROLL CALL—6:31 PM**

Present: Doña Keating (Chair), Karen Anderson, Eve Sherling, Turner Vail, Andrew Tsoming (Counsel), and Peggy Nimb (City Staff) all present at opening of the meeting, Rafael Escandon (Dep Chair) joined at 6:49 via Zoom.

**2. APPROVAL OF AGENDA / CONFLICT OF INTEREST DISCLOSURE**

**Approval of October 8, 2025, Agenda**

**MOTION:** Karen Anderson; **SECOND:** Eve Sherling - Passed Unanimously (Escandon Absent)

**Conflict of Interest Disclosure**

Prior to deliberations on Complaints EB2021-04, EB2021-05, and EB2021-06, the following conflict of interest disclosures were made:

**Chair Keating:** Disclosed that Complainant had requested Keating's recusal based on her husband's April 27, 2021 email to City Council regarding matters including Complainant. Chair Keating explained that her husband's public comments on a public appointment process did not create a conflict of interest that would require her recusal from reviewing these complaints. She stated she had no personal or financial interest in the outcome of the Complaints and could review them impartially. Chair Keating opened the floor for discussion. No board member expressed concern about her participation. The board by consensus found that no disqualifying conflict existed. No board member expressed concern about her participation or disagreed with the consensus finding. No formal vote was taken, as Chair Keating was not disclosing an actual conflict under Article II, D.1, but rather responding to a complainant's allegation of conflict.

**Deputy Chair Escandon:** Disclosed that he had previously served with EB2021-05 Respondent on a board. He asked whether this relationship created a conflict of interest under Article II, D.1.b that would require his recusal. The board discussed whether the professional acquaintance constituted a "significant private interest" requiring recusal. The board voted unanimously (5-0) that the relationship did not constitute a disqualifying conflict and that Deputy Chair Escandon could participate in deliberations and voting on all three complaints.

No conflicts of interest disclosed by other members.

**3. PUBLIC COMMENT**

**3.A Instructions for Providing Public Comment (Chair Keating)**

No Public Comments Received.

**4. REGULAR BUSINESS**

**4.A Approval of September 10, 2025, Minutes**

**MOTION:** Eve Shirling; **SECOND:** Karen Anderson - Passed Unanimously (Escandon Absent)

**4.B Outreach Opportunities** –Saturday October 4 Farmer’s Market Outreach completed. Chair Keating, Dep Chair Escandon and EB member Sherling attended. Eve was consistently outgoing, encouraging applications of potentially qualified people. No applications were received yet at time of October EB meeting.

**4.C. Review Status of Pending Complaints** –  
3 complaints to be reviewed at tonight’s meeting:

EB 2021-04  
EB 2021-05  
EB 2021-06

Discussion of each began with a brief summary presentation by Andrew Tsoming (counsel) on the background/history of the complaints (having been received in 2021 and held in abeyance of litigation which has been ongoing since that time) and instructions on process to be followed during deliberation for the benefit of the new EB members. Following Andrew’s instructions, a brief summary of the complaint, reference to the relevant section(s) of the ethics code alleged to have been violated, and the response were presented by Chair Keating to introduce the discussion of each.

**EB 2021-04:** Alleged violation of Article II, D. 1. c. in the Code of Ethics:

*“Except as permitted in Subsections D2 or D3 below, a .....member of a City Committee.....shall not take any direct official action on a matter if they, or a member of their immediate family:*

*c. Are.....the owner of an interest in real.....property that would be significantly altered by that matter. Taking direct official action on, or regarding, legislation of general application does not “significantly affect” real.....property within the meaning of this subsection.*

**MOTION** to dismiss **EB 2021-04** Rafael Escandon; **SECOND:** Eve Sherling - Passed Unanimously on the basis that the facts, even if true, do not rise above the threshold of what was intended by the ethics code and therefore do not constitute a violation.

**EB 2021-05:** Alleged violation of Article II, D. 1. b. in the Code of Ethics:

**MOTION** to permit Rafael Escandon to participate in deliberation and voting on complaint EB 2021-05 considering Escandon’s disclosure of knowing the respondent made by Karen Anderson. **SECOND:** Eve Sherling - Passed Unanimously (Escandon Abstained).

*“Except as permitted in Subsections D2 or D3 below, a .....member of a City Committee.....shall not take any direct official action on a matter if they, or a member of their immediate family:*

*b. Have other significant financial or private interest in the matter.*

**MOTION** to dismiss **EB 2021-05** the basis that the facts, even if true do not meet the threshold of a significant financial or personal interest as defined by the code. **Made by:** Rafael Escandon; **SECOND:** Turner Vail – Chair Keating and Karen Anderson also voted in favor – Motion Passed (4-1) with Eve Sherling dissenting.

**EB 2021-06:** Alleged violation of Article II, D. 1. c. in the Code of Ethics:

**Notice:** Given by Turner Vail that due to volume of material and time constraints, that he will abstain from voting on EB 2021-06.

*“Except as permitted in Subsections D2 or D3 below, a .....member of a City Committee.....shall*

*not take any direct official action on a matter if they, or a member of their immediate family:*

*c. Are.....the owner of an interest in real.....property that would be significantly altered by that matter. Taking direct official action on, or regarding, legislation of general application does not “significantly affect” real.....property within the meaning of this subsection.*

**MOTION** to dismiss **EB 2021-06** the basis that the facts, even if true do not meet the threshold of a significant financial or personal interest as defined by Article 2 D 1 c in the ethics code. **Made by:** Karen Anderson; **SECOND:** – Eve Sherling & Motion Passed (4 in favor) with Turner Vail abstaining.

Subcommittee Appointments for drafting notices of dismissal for each complaint:

**MOTION** by Chair Keating; **SECOND:** Rafael Escandon, Passed Unanimously to have Rafael Escandon, Turner Vail and Eve Sherling to draft notice for EB 2021-04.

**MOTION** Eve Sherling; **SECOND:** Karen Anderson, Passed Unanimously to have Eve Sherling, Karen Anderson and Chair Keating to draft notice for EB 2021-05.

**MOTION** by Rafael Escandon; **SECOND:** Chair Keating, Passed Unanimously to have Rafael Escandon and Chair Keating to draft notice for EB 2021-06.

**4.D Update: Training.** No significant updates. City Staff confirms that volunteer handbook now up on city website.

**4.E Ethics Code Recommendations to BI City Council.** Chair Keating sent EB response to Mayor and Deputy Mayor who confirmed receipt and appreciation. Chair Keating was informed that the Council will be discussing the EB’s response at their 21 October Study Session.

## **5. NEW BUSINESS**

**5.A** New Board Member Update – Turner Vail welcomed by EB members and participated in discussions on 10/8. Other interview(s) were conducted, however no additional candidates taken forward.

**6. AGENDA FOR NEXT MEETING** - Remove status of pending complaints, and outreach activities as none are received or upcoming. Add: Starting of the Annual Report activities.

**7. NEXT MEETING DATE: Wednesday, November 5, at 6:30 pm.**

**8. GOOD OF THE ORDER** – Nothing added.

**9. ADJOURNMENT - 8:13 PM**

**Meeting adjourned by Chair Keating**

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Doña Keating, Chair

Date

November xx, 2025

**DETERMINATION LETTER: EB 2021-04**

Submitted to City Clerk: May 11, 2021

Response Received: June 17, 2021

Initial Consideration(s): June 21, 2021, October 8, 2025

Final Consideration: [Date]

**DETERMINATION: Complaint EB 2021-04 Dismissed**

**I. Summary of Complaint**

This Complaint alleges a violation of Art. II, § D.1.c (Applications of Conflict of Interest) of the City of Bainbridge Island Code of Conduct and Ethics Program.

The Complaint, filed by Complainant, alleges that Respondent violated Art. II, § D.1.c during the May 5, 2021, meeting of the Island Center Subarea Planning Steering Committee ("Committee") by taking direct official action on matters that would significantly affect property owned by her family.

Specifically, the **Complaint alleges** that:

- Respondent's family owns approximately 16+ acres in Island Center, including the 6-acre Bainbridge Gardens property
- At the May 5, 2021 Committee meeting, Respondent voted for Alternative 3, which included upzoning the Bainbridge Gardens property
- Respondent voted to double the residential density on her family's property (from R-4 to R-8)
- Respondent voted against a motion to reduce the density back to R-4
- Respondent did not fully disclose the conflict, and the Committee never voted to allow her participation

Under Article II, Section D.1.c (Application of Conflicts of Interest): Except as permitted in Subsections D.2. or D.3 below, a member of a City Committee or Commission shall not take any direct official action on a matter if they, or a member of their immediate family:

(c). Are a party to a contract or the owner of an interest in real or personal property that would be significantly affected by that matter. Taking direct official action on, or regarding, legislation of general application does not "significantly affect" real or personal property within the meaning of this Subsection.

## II. Summary of Response

**Respondent's response** outlines the following:

1. She was appointed to the Committee with full knowledge that her family owns property and a business within Island Center. The City Code requires that the Committee include persons who have an interest in Island Center.
2. She signed a Conflict of Interest Statement on December 5, 2017, disclosing her family's interest in Island Center property. This Statement is publicly available on the City's website.
3. At the May 5, 2021, meeting, the required disclosure was read at the beginning of the meeting, which included language stating "committee members are allowed to participate, including voting on committee business."
4. Following the reading of the required disclosure, she stated for the record her family's ownership of 16 plus acres, including Bainbridge Gardens, in Island Center.
5. The Committee's votes were advisory only to the City Council. The Committee did not, nor was it empowered to, take any direct-action regarding planning or zoning of any property in Island Center.

## III. Compliance with Art. III, § B.8

Article III, Section B.8 of the City of Bainbridge Island Code of Conduct and Ethics Program states: "The Ethics Board shall strive to complete its review within 45 business days from the date that the City Clerk forwarded the complaint to the Ethics Board. If review takes longer than 45 business days, the Ethics Board, in its determination, shall specify the reasons why additional time was needed."

Additionally, Article III, Section B.8.e provides: "If the Ethics Board learns at any time during its review of the complaint that the matter is the subject of litigation it shall hold the complaint for action at a future time."

This Determination Letter is being issued on November xx, 2025, which is more than forty-five business days after the Complaint was received by the City Clerk. The Ethics Board did not complete its review within the 45-business-day period due to pending litigation filed by Mr. Neal against the City of Bainbridge Island. Pursuant to Article III, Section B.8.e, the Ethics Board held these complaints for action at a future time while the litigation was pending. Following the resolution of that litigation, the Ethics Board resumed its review of these complaints.

## IV. Analysis of Complaint

The Ethics Board has reviewed Complaint EB 2021-04 and has concluded that the allegations **do not** indicate a violation of Art. II, § D.1.c.

## A. Applicable Exception Provision

Article II, Section D.3.a provides an exception for members of City Committees and Commissions:

"Who takes direct official action, as a member of a City Committee or Commission to which that member was appointed based on that member's ownership or lease of certain real property or of that member's ownership of a business located in a certain area of the City, that results in a conflict of interest under Subsection D.1 above due solely to the fact of that member's ownership or lease of the certain real property or of that member's ownership of the business located in a certain area of the City providing the basis for that member's appointment to the City Committee or Commission; provided that the member fully discloses the basis for the conflict of interest under Subsection D.1 during each meeting of the City Committee or Commission in which the conflict of interest under Subsection D.1 occurs or may occur"

This exception applies when: (1) the member was appointed based on property/business ownership in the area; (2) the conflict arises solely from that ownership; and (3) the member fully discloses the basis for the conflict at each relevant meeting.

## B. Application to Respondent

The Ethics Board finds that the exception in Article II, Section D.3.a applies to Respondent's participation:

1. **Appointment Based on Property Ownership:** The City's municipal code for the Island Center Subarea Planning Process (BIMC 2.16.210) explicitly requires that committee members include property owners and business owners in Island Center. Respondent was appointed specifically because of her family's property and business interests in the area.
2. **Disclosure Made:** At the May 5, 2021 meeting, a formal disclosure statement was read at the beginning of the meeting. Respondent then stated: "I'm (Respondent), my family owns 16 plus acres, um, of which Bainbridge Gardens is located on six acres. I do not live in the Island Center area." This disclosure identified her family's property ownership and the Bainbridge Gardens location.
3. **City Council Guidance:** In September 2019, the City Council provided guidance through a motion stating: "Members of a committee that are appointed based on the fact that they own a certain property or a certain business will have to always disclose that at the start of the meeting if there was a conflict of interest under this section, but the committee wouldn't have to vote to allow them to keep participating as long as that disclosure was made, they could participate." This guidance supports the Committee's practice of making disclosures at the beginning of meetings without requiring committee votes for each instance of participation.

## C. Educational Notes on Disclosure Best Practices

While the EB finds no violation, the Board notes the following for educational purposes regarding disclosure practices:

### 1. Conflicts Exist Even When Exceptions Allow Participation

The exception in Article II, D.3.a allows committee members with conflicts of interest to participate despite those conflicts—it does not eliminate the conflicts themselves. Respondent had an actual conflict of interest under Article II, D.1.c when voting on matters that would significantly affect her family's property. The exception provides a mechanism for managing this conflict through transparency, not for denying its existence.

### 2. The Meaning of "Full Disclosure"

Article II, D.3.a requires that members "fully disclose the basis for the conflict of interest under Subsection D.1 during each meeting of the City Committee or Commission in which the conflict of interest under Subsection D.1 occurs or may occur."

Full disclosure means:

- **Specific identification:** Clearly identifying the specific property or business interest at stake, not just general property ownership
- **Explanation of impact:** Explaining how the matter under consideration would affect that interest
- **Timing:** Making disclosures both at the beginning of meetings and when specific agenda items are being discussed that affect the member's property
- **Clear language:** Using direct language that helps the public understand the financial stakes involved

**Example of Enhanced Disclosure:** "Before we vote on Alternative 3, I want to remind everyone that this alternative includes changes to the zoning of my family's Bainbridge Gardens property. If the City Council adopts this recommendation, it would affect the development potential of our property. I want the Committee and the public to understand this direct interest before I participate in this discussion and vote."

### 3. The Importance of Transparency for Public Trust

When committee members vote on matters that could significantly affect the value of their own properties, the public must be able to clearly understand which members have financial interests in the outcomes, what those financial interests are, and how specific votes would benefit those members. Robust, item-specific disclosures help maintain public confidence in the decision-making process.

## **D. Reasonable Reliance on Official City Guidance**

The EB notes that Respondent relied on guidance provided by City Attorney and the City Council regarding conflict disclosure requirements for the Island Center Committee.

### **The Principle of Reasonable Reliance:**

When a volunteer advisory group member receives official guidance from authorized City sources—including legal advice from the City Attorney and City Council policy direction—and acts in good faith based on that guidance, they cannot reasonably be found to have violated the Ethics Code, even if the guidance later proves to have been imperfect or incomplete.

This principle is essential for several reasons:

1. **Volunteers Cannot Be Expected to Second-Guess Official Guidance:** Advisory group members are volunteers, not ethics lawyers. They must be able to rely on guidance from the City Council, City Attorney, and City staff without fear that following such guidance will result in ethics violations.
2. **Good Faith Reliance Protects the System:** If volunteers cannot trust official guidance, the entire advisory system breaks down. Smart, capable people will refuse to serve if doing so requires them to hire personal attorneys or constantly challenge the City's own legal interpretations.
3. **Proportionality:** Even if official guidance proves incorrect, punishing volunteers who followed it in good faith would be disproportionate. The appropriate remedy is to clarify the guidance going forward, not to sanction those who relied on it.

### **Application to This Complaint:**

In September 2019, the City Council explicitly addressed conflict disclosure requirements for committees like Island Center, stating that members appointed based on property ownership would need to disclose at meetings but would not require committee votes to allow participation. City Counsel advised that committee members could vote on all matters after disclosure.

Respondent relied on this guidance. Her reliance was reasonable, her conduct was consistent with what she was told, and she acted in good faith. Even if one were to conclude that the guidance was imperfect (which the EB does not), penalizing Respondent for following official City direction would be fundamentally unfair and would undermine future volunteer service.

### **Guidance for Future Advisory Group Members:**

While the EB recognizes that advisory group members should be able to rely on official City guidance, the EB also encourages proactive consultation when questions arise about potential ethics issues. Advisory group members who perceive conflicts between official guidance and the Ethics Code, or who have questions about their ethical obligations, should:

1. **Consult the Code of Conduct and Ethics Program** directly to understand the requirements
2. **Request an Advisory Opinion from the Ethics Board** pursuant to Article III, Section D, which allows advisory group members to seek guidance on whether their conduct has violated or might violate the Code
3. **Raise concerns with City staff and City Attorney** to seek clarification before taking action

Proactive consultation helps prevent ethics issues and demonstrates good faith, while also ensuring that any ambiguities in guidance can be addressed before they create problems.

## **V. Determination**

After review of Complaint EB 2021-04, the response, and supporting documentation, the Ethics Board dismisses this Complaint pursuant to Article III, Section B.8.c of the Code of Conduct and Ethics Program.

### **Applicable Dismissal Standard:**

Article III, B.8.c provides that the Ethics Board shall dismiss a complaint if "the facts stated in the complaint, even if true, would not constitute a violation of the Code of Ethics (Article II)."

### **Reasoning:**

1. Respondent was appointed to the Committee specifically because of her family's property and business ownership in Island Center, as required by the City's municipal code
2. The exception in Article II, Section D.3.a applies to her participation
3. Respondent made disclosures of her family's property ownership at the May 5, 2021 meeting
4. The City Council provided guidance that committee votes were not required for participation after disclosure in these circumstances

**No sanctions are warranted.** Respondent acted in good faith, relied on City guidance, made the required disclosures, and served the community through advisory recommendations.

The Ethics Board encourages future committees with similar stakeholder-based membership to implement the enhanced disclosure practices outlined in this determination to ensure the highest standards of transparency and public trust.

November xx, 2025

**DETERMINATION LETTER: EB 2021-06**

Submitted to City Clerk: May 11, 2021

Response Received: June 9, 2021

Initial Consideration(s): June 21, 2021, October 8, 2025

Final Consideration: [Date]

**DETERMINATION: Complaint EB 2021-06 Dismissed**

**I. Summary of Complaint**

This Complaint alleges a violation of Art. II, § D.1.c (Applications of Conflict of Interest) of the City of Bainbridge Island Code of Conduct and Ethics Program.

The Complaint, filed by Complainant, alleges that Respondent violated Art. II, § D.1.c during his service on the Island Center Subarea Planning Steering Committee ("Committee") by taking direct official action on matters that would significantly affect property owned by him and his family.

Specifically, the Complaint alleges that:

- Respondent and his family own significant property in Island Center:
  - 10-acre parcel on New Brooklyn Road (Respondent is minority owner in partnership)
  - 1.2 acres at corner of Miller and New Brooklyn (owned by parents)
  - Island Center Self Storage (family business)
  - Property leased to Bainbridge Rental
- Respondent had applied in 2015 to upzone the 10-acre property from R-0.4 to NSC (Neighborhood Service Center)
- The Committee discussed and voted on alternatives that included upzoning Respondent's properties
- Respondent failed to adequately disclose his conflicts of interest
- Respondent voted on matters that would significantly affect his and his family's property values

Under Article II, Section D.1.c (Application of Conflicts of Interest): Except as permitted in Subsections D.2. or D.3. below, a member of a City Committee or Commission shall not take any direct official action on a matter if they, or a member of their immediate family:

(c). Are a party to a contract or the owner of an interest in real or personal property that would be significantly affected by that matter. Taking direct official action on, or regarding, legislation of general application does not "significantly affect" real or personal property within the meaning of this Subsection.

## II. Summary of Response

Respondent's response outlines the following:

1. He was selected based on his application showing his property interests and was approved by the City Council to serve on the Committee.
2. He understood the Committee was advisory in nature and the Committee's work would be recommendations only to the City Council.
3. He believed his participation was consistent with the goals and objectives of the subarea planning process outlined in BIMC 2.16.210.
4. Early in the Committee's meetings, the question of voting by "conflicted" committee members was brought up for discussion by a fellow member.
5. His understanding was that City Attorney reviewed the matter and maintained that all committee members could vote on all matters.
6. He participated in good faith with considerable effort and is not aware of any ethical violation on his part.

## III. Compliance with Art. III, § B.8

Article III, Section B.8 of the City of Bainbridge Island Code of Conduct and Ethics Program states: "The Ethics Board shall strive to complete its review within 45 business days from the date that the City Clerk forwarded the complaint to the Ethics Board. If review takes longer than 45 business days, the Ethics Board in its determination shall specify the reasons why additional time was needed."

Additionally, Article III, Section B.8.e provides: "If the Ethics Board learns at any time during its review of the complaint that the matter is the subject of litigation it shall hold the complaint for action at a future time."

This Determination Letter is being issued on November xx, 2025, which is more than forty-five business days after the Complaint was received by the City Clerk. The Ethics Board did not complete its review within the 45-business-day period due to pending litigation filed by Complainant against the City of Bainbridge Island. Pursuant to Article III, Section B.8.e, the Ethics Board held these complaints for action at a future time while the litigation was pending. Following the resolution of that litigation, the Ethics Board resumed its review of these complaints.

## IV. Analysis of Complaint

The Ethics Board has reviewed Complaint EB 2021-06 and has concluded that the allegations **do not** indicate a violation of Art. II, § D.1.c.

### A. Nature of Respondent's Interests

The Ethics Board acknowledges that Respondent presents the most substantial conflict of interest among the three respondents in these related complaints:

1. He had previously applied to upzone his 10-acre parcel in 2015, demonstrating a clear interest in changing the zoning designation

2. He has significant financial interests in upzoning decisions affecting multiple family properties
3. The Committee's recommendations, if adopted by City Council, could significantly increase his properties' development potential and market value

These are real and substantial conflicts of interest under Article II, D.1.c.

## **B. Applicable Exception Provision**

Article II, Section D.3.a provides an exception for members of City Committees and Commissions:

"Who takes direct official action, as a member of a City Committee or Commission to which that member was appointed based on that member's ownership or lease of certain real property or of that member's ownership of a business located in a certain area of the City, that results in a conflict of interest under Subsection D.1 above due solely to the fact of that member's ownership or lease of the certain real property or of that member's ownership of the business located in a certain area of the City providing the basis for that member's appointment to the City Committee or Commission; provided that the member fully discloses the basis for the conflict of interest under Subsection D.1 during each meeting of the City Committee or Commission in which the conflict of interest under Subsection D.1 occurs or may occur"

## **C. Application to Respondent**

Despite the significant nature of Respondent's financial interests, the Ethics Board finds that the exception in Article II, Section D.3.a applies:

1. **Appointment Based on Property Ownership:** BIMC 2.16.210 explicitly requires that committee members for the Island Center Subarea Planning Process include property owners and business owners in Island Center. Respondent was appointed to the Committee specifically as a property/business owner in Island Center. The Committee was designed by the City to include stakeholders with direct interests in the planning outcomes.
2. **Disclosure Made:** At the May 5, 2021 meeting, Respondent stated: "I'm, [REDACTED]. Um, I am an owner, a minority owner, in a partnership that owns 10 acre parcel on New Brooklyn next to Island Center, self storage its a 10 yeah, 10 acres. Um, my mom and dad own 1.2 acres on the corner of Miller and New Brooklyn that, um, also they also own the mini storage Island center, self storage. Uh, they own the building and lease to Bainbridge Rental. Uh, I own a house, uh, nearby the study area." This disclosure identified his property interests.
3. **City Attorney Advice:** City Attorney advised that committee members could vote on all matters after making disclosures, consistent with the exception provision.
4. **City Council Guidance:** In September 2019, the City Council provided guidance through a motion stating that committee members appointed based on property or business ownership would need to disclose at the start of meetings but would not require committee votes to allow participation after disclosure.

## **D. Educational Notes on Enhanced Disclosure Practices**

While the Ethics Board finds no violation, the Board notes the following for educational purposes, particularly given the substantial nature of Respondent's financial interests:

### **1. The Meaning of "Full Disclosure" for Substantial Conflicts**

Article II, D.3.a requires that members "fully disclose the basis for the conflict of interest under Subsection D.1 during each meeting of the City Committee or Commission in which the conflict of interest under Subsection D.1 occurs or may occur."

When a committee member has substantial financial interests in specific outcomes, enhanced disclosure practices serve the public interest:

**General disclosure at meeting start:** "I own property in Island Center."

**Suggested enhanced item-specific disclosure:** "Before we vote on Alternative 3, I want to remind everyone that this alternative includes upzoning my 10-acre property on New Brooklyn Road from R-0.4 to NSC. I applied for this upzone in 2015. If the City Council adopts this recommendation, it would significantly increase the development potential and market value of my property. I want the Committee and the public to understand this direct financial interest before I participate in this discussion and vote."

### **2. Timing of Disclosures**

The requirement for disclosure "during each meeting in which the conflict... occurs or may occur" suggests that when specific agenda items would directly affect a member's property, that is the appropriate time for detailed disclosure—not only at the general disclosure at the meeting's opening.

This practice ensures that:

- The public clearly understands which votes benefit which members
- The connection between the member's interest and the specific matter is transparent
- Public trust in the process is maintained

### **3. Balancing Stakeholder Participation with Transparency**

The Ethics Board recognizes that the Island Center Committee was deliberately designed to include stakeholders with financial interests in outcomes. This design serves legitimate planning purposes by ensuring that those with deep knowledge of and stake in the area contribute their expertise.

However, this design makes transparency even more critical. When committee members can significantly benefit financially from their recommendations, the public must be able to clearly understand:

- Which members benefit from which recommendations
- The magnitude of potential benefits

- How specific votes align with specific interests

Enhanced disclosure practices serve this transparency without preventing stakeholder participation.

#### **4. Two Paths to Permissible Participation**

The Ethics Code provides two paths for committee members with conflicts to participate:

##### **Path 1: Article II, D.3.a (Appointment-Based Exception)**

- Member was appointed based on property/business ownership
- Conflict arises solely from that ownership
- Member fully discloses at each meeting where conflict occurs
- No committee vote required under City Council's September 2019 guidance

##### **Path 2: Article II, D.3.b (Committee Vote Exception)**

- Member fully discloses the conflict on the public record
- Committee votes to allow the member to participate
- Provides additional safeguard and transparency

While the City Council's guidance clarified that Path 1 applies to committees like Island Center, committees may still choose to use Path 2 for additional transparency, particularly when:

- Conflicts are especially substantial
- Public concern has been expressed
- The committee wants to demonstrate additional procedural safeguards

#### **E. Reasonable Reliance on Official City Guidance**

The Ethics Board notes that Respondent relied on guidance provided by City Attorney and the City Council regarding conflict disclosure requirements for the Island Center Committee.

##### **The Principle of Reasonable Reliance:**

When a volunteer advisory group member receives official guidance from authorized City sources—including legal advice from the City Attorney and City Council policy direction—and acts in good faith based on that guidance, they cannot reasonably be found to have violated the Ethics Code, even if the guidance later proves to have been imperfect or incomplete.

This principle is essential for several reasons:

1. **Volunteers Cannot Be Expected to Second-Guess Official Guidance:** Advisory group members are volunteers, not ethics lawyers. They must be able to rely on guidance from the City Council, City Attorney, and City staff without fear that following such guidance will result in ethics violations.
2. **Good Faith Reliance Protects the System:** If volunteers cannot trust official guidance, the entire advisory system breaks down. Smart, capable people will refuse to serve if

doing so requires them to hire personal attorneys or constantly challenge the City's own legal interpretations.

3. **Proportionality:** Even if official guidance proves incorrect, punishing volunteers who followed it in good faith would be disproportionate. The appropriate remedy is to clarify the guidance going forward, not to sanction those who relied on it.

### **Application to This Complaint:**

In September 2019, the City Council explicitly addressed conflict disclosure requirements for committees like Island Center, stating that members appointed based on property ownership would need to disclose at meetings but would not require committee votes to allow participation. City Attorney advised that committee members could vote on all matters after disclosure.

Respondent relied on this guidance. His reliance was reasonable, his conduct was consistent with what he was told, and he acted in good faith. Even if one were to conclude that the guidance was imperfect (which the Ethics Board does not), penalizing Respondent for following official City direction would be fundamentally unfair and would undermine future volunteer service.

### **Guidance for Future Advisory Group Members:**

While the Ethics Board recognizes that advisory group members should be able to rely on official City guidance, the Ethics Board also encourages proactive consultation when questions arise about potential ethics issues. Advisory group members who perceive conflicts between official guidance and the Ethics Code, or who have questions about their ethical obligations, should:

1. **Consult the Code of Conduct and Ethics Program** directly to understand the requirements
2. **Request an Advisory Opinion from the Ethics Board** pursuant to Article III, Section D, which allows advisory group members to seek guidance on whether their conduct has violated or might violate the Code
3. **Raise concerns with City staff and City Attorney** to seek clarification before taking action

Proactive consultation helps prevent ethics issues and demonstrates good faith, while also ensuring that any ambiguities in guidance can be addressed before they create problems.

### **V. Determination**

After review of Complaint EB 2021-06, the response, and supporting documentation, the Ethics Board dismisses this Complaint pursuant to Article III, Section B.8.c of the Code of Conduct and Ethics Program.

### **Applicable Dismissal Standard:**

Article III, B.8.c provides that the Ethics Board shall dismiss a complaint if "the facts stated in the complaint, even if true, would not constitute a violation of the Code of Ethics (Article II)."

## Reasoning:

1. Respondent was appointed to the Committee specifically because of his property and business ownership in Island Center, as required and intended by the City's municipal code
2. The exception in Article II, Section D.3.a applies to his participation
3. Respondent made disclosures of his property interests at Committee meetings, including the May 5, 2021 meeting
4. City Attorney advised that committee members could vote on all matters after disclosure
5. The City Council provided guidance supporting participation without committee votes after disclosure in these circumstances

**No sanctions are warranted.** Respondent acted in good faith, relied on City guidance and City Attorney's advice, made disclosures of his property interests, and served the community through advisory recommendations.

## Educational Guidance for Future Stakeholder Committees:

The Ethics Board encourages future committees where members have substantial financial interests in outcomes to implement enhanced disclosure practices:

- Make item-specific disclosures when agenda items directly affect a member's property or business
- Clearly explain how the member's interests would be affected by the vote
- Use direct language about the nature and magnitude of financial interests
- Consider using the committee vote option under Article II, D.3.b for additional transparency when conflicts are especially substantial

These practices honor both the value of stakeholder participation and the imperative of public trust through transparency.

## ROBERTS RULES CHEAT SHEET

To:	You say:	Interrupt Speaker	Second Needed	Debatable	Amendable	Vote Needed
Adjourn	"I move that we adjourn"	No	Yes	No	No	Majority
Recess	"I move that we recess until..."	No	Yes	No	Yes	Majority
Complain about noise, room temp., etc.	"Point of privilege"	Yes	No	No	No	Chair Decides
Suspend further consideration of something	"I move that we table it"	No	Yes	No	No	Majority
End debate	"I move the previous question"	No	Yes	No	No	2/3
Postpone consideration of something	"I move we postpone this matter until..."	No	Yes	Yes	Yes	Majority
Amend a motion	"I move that this motion be amended by..."	No	Yes	Yes	Yes	Majority
Introduce business (a primary motion)	"I move that..."	No	Yes	Yes	Yes	Majority

The above listed motions and points are listed in established order of precedence. When any one of them is pending, you may not introduce another that is listed below, but you may introduce another that is listed above it.

To:	You say:	Interrupt Speaker	Second Needed	Debatable	Amendable	Vote Needed
Object to procedure or personal affront	"Point of order"	Yes	No	No	No	Chair decides
Request information	"Point of information"	Yes	No	No	No	None
Ask for vote by actual count to verify voice vote	"I call for a division of the house"	Must be done before new motion	No	No	No	None unless someone objects
Object to considering some undiplomatic or improper matter	"I object to consideration of this question"	Yes	No	No	No	2/3
Take up matter previously tabled	"I move we take from the table..."	Yes	Yes	No	No	Majority
Reconsider something already disposed of	"I move we now (or later) reconsider our action relative to..."	Yes	Yes	Only if original motion was debatable	No	Majority
Consider something out of its scheduled order	"I move we suspend the rules and consider..."	No	Yes	No	No	2/3
Vote on a ruling by the Chair	"I appeal the Chair's decision"	Yes	Yes	Yes	No	Majority

The motions, points and proposals listed above have no established order of preference; any of them may be introduced at any time except when meeting is considering one of the top three matters listed from the first chart (Motion to Adjourn, Recess or Point of Privilege).