



Governance Committee

Information Item III-A

July 26, 2012

**Discussion of Board Direct Reports –
Roles**

WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY

JOB DESCRIPTION

POSITION: General Counsel

DATE: 8/19/04

DEPT/OFFICE: COUN

APPROVED:
GMGR/GEO: RW
HRMP: 1/18 8-19-04

REPORTS TO: General Manager/CEO

POSITION SUMMARY:

This executive level management position directs and manages the Authority's Office of General Counsel. The position has primary responsibility and accountability for the Authority's legal matters and its legal expertise/sufficiencies, including managing both internal staff and outside counsel for litigation, contracts and legal employment matters. Develops and coordinates a broad range of activities to insure effective operations and achievement of Authority objectives in accordance with policy. Provides legally sufficient advice and options to support effective business management practices and decision-making. Interfaces with the Board of Directors as well as federal, state and local elected officials, government agencies and business/civic groups.

DUTIES:

Functions as one of the Officers of the Authority who constitute the senior executive staff and, with the Board, are responsible for all legal, financial, operational, personnel and management activities of the Authority.

Provides advice and guidance-either directly or through in-house or outside legal resources-on a broad range of issues including procurement, tax, real estate, environmental, grants, funding and employment matters.

Prepares agreements between the Authority and public or private agencies or organizations to include participation in their negotiation; prepares and processes administrative and civil litigation cases. Participates in the development of the structure and negotiation of all major contracts.

Furnishes legal advice regarding the application of restrictions and limitations contained in legislation. Furnishes legal advice on federal, state, and local tax matters. Issues and monitors all regulatory information on procurement procedures.

Renders legal opinions on specific policy or operational questions and renders opinions as to

probable impact. Provides guidance on financing transactions to ensure all activities meet the Authority's long term business objectives. Monitors and leads discussion on related regulatory, industry or litigation developments.

Maintains responsibility for the legal aspects of all real estate matters.

As it pertains to legal matters, oversees the preparation and presentation of major oral/written reports and other documents and/or required statements, coordinating with any organizations/officials as necessary.

Directs the preparation of annual and long range forecasts for funds, equipment, personnel resources and other needs of the Counsel's office and ensures that funds are expended efficiently.

Performs related duties as required.

KNOWLEDGE, SKILLS, AND ABILITIES:

Strong experience in public sector and with transportation programs is highly desirable. Knowledge of the procurement process, internal audit and joint development is desirable.

Ability to assess the business impact of industry-wide legal developments and provide analyses for senior management.

Ability to synthesize complex legal issues and communicate them clearly and concisely with the GM/CEO, ELT, Board of Directors and others as necessary and appropriate.

Knowledge of best practice procedures that govern the operation of a public agency in general and WMATA/transit agencies in particular. This includes the operations of the Board of Directors, acting in compliance with WMATA's enabling legislation, and effectively addressing other special provisions affecting public sector accountability such as the Freedom of Information Act (FOIA), general governmental compliance issues with laws/regulations/procedures.

Ability to provide legal oversight and compliance with a major funding agreement with WMATA's funding agencies (\$3.3 billion Metro Matters program).

Ability to perform sophisticated analysis and research and oversee and/or conduct special studies of major management issues.

Ability to execute budget and personnel plans.

Ability to manage a diversified legal services organization.

Ability to establish and maintain effective working relationships with individuals and organizations with whom cooperation is required.

MINIMUM QUALIFICATIONS AND EXPERIENCE:

Graduation from an accredited law school with an LLB or JD Degree and: 1) current membership in the District of Columbia Bar and an additional membership in the Maryland or Virginia Bar; OR 2) must be an accredited member of the bar in a recognized U.S. jurisdiction and must be able to meet the stated bar membership requirements for this position within twelve (12) months from the date of hire. A minimum of fourteen (14) years of extensive, responsible executive-level legal management experience.

LICENSE:

None.

MEDICAL GROUP:

Ability to satisfactorily complete the medical examination for this class. Must be able to perform the essential functions of this job either with or without reasonable accommodations.

FLSA-EXEMPT

SUBJECT: Appointment of Carol B. O'Keeffe as General Counsel

2005-13

RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY

WHEREAS, The General Counsel of the Washington Metropolitan Area Transit Authority is the individual in charge of all Authority legal matters as well as the management of the Office of General Counsel; and

WHEREAS, The General Counsel is an Officer of the Washington Metropolitan Area Transit Authority and is an exempt appointment requiring approval of the Board of Directors; and

WHEREAS, The General Manager and Chief Executive Officer has recommended the appointment of Carol B. O'Keeffe as General Counsel; now therefore be it

RESOLVED, by the Board of Directors of the Washington Metropolitan Area Transit Authority, that the appointment of Carol B. O'Keeffe as General Counsel is approved; and be it finally

RESOLVED, That this Resolution shall be effective immediately.

Reviewed as to form and legal sufficiency:



Carol B. O'Keeffe
Acting General Counsel

Motioned by Mrs. Mack, seconded by Mr. Smith

Ayes: 6 - Mr. Kauffman, Mrs. Mack, Mr. Deegan, Mr. Zimmerman, Mr. Smith, Mr. Graham



Washington Metropolitan Area Transit Authority

POSITION DESCRIPTION

TITLE	
Job Title	Board Secretary

REPORTING RELATIONSHIPS	
Reports to (Title)	Board of Directors
Direct Reports (Titles)	Assistant Board Secretary, Board Administrative Program Assistant, Riders' Advisory Council Staff Coordinator, Board Administrative Specialist

SUMMARY DESCRIPTION
<p>The Board Secretary serves as the liaison between the Board of Directors, the Authority, its advisory bodies and the public, ensuring that all matters are handled effectively. Responsibilities include managing the decision making process, exchange of information, and documentation of outcomes in support of Board activities. The position also works proactively with the GM/CEO and senior staff to carry out the policies, goals and initiatives of the Board. The Board Secretary serves as the principal contact for the Board of Directors and oversees a team of direct reports to fulfill these duties.</p>

KEY RESPONSIBILITIES
1. Ensures the timely preparation and distribution of materials (e.g., requests, agendas, schedules, notices, resolutions, etc.) for Board and Board Committee meetings, consistent with Board-approved bylaws and procedures (e.g., via web).
2. Keeps all official records of Board activities (minutes of proceedings, resolutions, etc.), including those of Board Committees, as directed by the Board; ensures they are available externally as appropriate (e.g., via web).
3. Oversees the Board and Board Committee calendars; helps determine and plan the frequency of meetings.
4. Works with Officers and Directors to ensure that internal policy and report documentation is complete and correct and does not lead to errors.
5. Advises Board members of significant operational incidents, accidents and media coverage in a timely manner in cooperation with the CEO and Media Relations Office.
6. Manages the correspondence between the Board and other parties including internal coordination with Authority staff; reviews responses for quality and completeness before sharing them with the Board.



Washington Metropolitan Area Transit Authority

KEY RESPONSIBILITIES

7. Facilitates the public hearing process in compliance with Authority Compact requirements, rules and regulations to include ensuring appropriate legal notices, newspaper announcements, hearing site arrangements, witness lists, transcripts, and compilation of correspondence records.
8. Represents the Board on a variety of issues when dealing with WMATA stakeholder groups including, but not limited to, the Accessibility Advisory Committee and the Riders' Advisory Council.
9. Works with the Board of Directors and executive management staff to coordinate the consideration and review of policy issues.
10. Coordinates various processes/channels for public input to the Board (e.g., Board meetings, Board committee meetings and other venues).
11. Acts as a primary point of contact and source of Board-related advice/guidance for senior management with regard to the Authority and its activities.
12. Is responsible for coordinating the orientation of new Board Members.
13. Recommends policies and procedures to manage staff interaction and communication with the Board of Directors.

KNOWLEDGE, SKILLS AND ABILITIES

1. Thorough knowledge or the ability to rapidly acquire such knowledge of the Authority's rules and regulations and administrative systems and procedures.
2. Project management skills necessary to plan, coordinate and ensure the proper implementation of all administrative matters related to the functioning of the Board of Directors.
3. Current knowledge of governance initiatives relevant to the Board support function; ability to conceive and implement actions needed to provide responsive and effective support to the Board.
4. Strong communication skills with the ability to effectively develop comprehensive, yet succinct, written and presentation documents that communicate Authority and Board of Director issues.
5. Ability to respond to directives received from individual members of the Board while being mindful that matters of policy significance, and/or significant resource utilization, require direction from the full Board and a high level of discretion and confidentiality.
6. High level of diplomacy and tact, ensuring confidentiality of information when required.



Washington Metropolitan Area Transit Authority

KEY BEHAVIORAL COMPETENCIES	
Competency	Definition
1. Drives Results	Drives hard to produce the best results for the Board and WMATA. Readily rises to the challenge and continues to raise the bar. Overcomes barriers rather than getting blocked.
2. Collaborates with Others	Openly builds cross-functional and external relationships. Shares information to improve collaboration and outcomes. Pushes through boundaries that might otherwise limit effectiveness.
3. Cultural Sensitivity	Combines an openness to, and awareness of, diversity across cultures and political environments – with an ability to see common patterns among groups and perspectives. Leverages the strengths of different cultures, backgrounds, and ways of thinking.
4. Adaptability	Adapts quickly to new situations and requirements, and maintains control during periods of rapid change. Looks for ways to make changes work rather than reasons why they may not work perfectly.
5. Influences & Networks	Uses rational arguments, information and clear communications to influence others. Tailors communication style and message to the audience. Does not give up when others are not quickly persuaded, but tries a different approach.
6. Mental Agility	Conceptualizes a diverse amount of data into a concise framework that helps others understand appropriate actions to take for business success. Consistently makes sound decisions based on business knowledge, analysis and logic.
7. Courage	Speaks up for point of view and addresses difficult issues, but in a way that builds support rather than alienation. Takes action based on values, even when there is significant personal risk. Confronts tough issues head on, projecting confidence.
8. Learning Agility	Proactively develops knowledge and skills by seeking out learning opportunities, observing others with exceptional skills and moving beyond an individual comfort zone. Constantly looks for new information and feedback to improve performance.



Washington Metropolitan Area Transit Authority

MINIMUM QUALIFICATIONS

A Bachelor Degree in Business Administration, Public Administration, or a related field from an accredited college or university. A minimum of twelve (12) years of progressively responsible and diversified executive level administrative management and supervisory experience to include successfully demonstrated experience in the development and implementation of major policies, and in the effective delegation of authority and responsibility. Experience interacting with the public and high profile individuals, including external executives and/or Board of Director members.

Experience may be considered in lieu of education if the candidate can effectively demonstrate functional/technical competence and progressive responsibility.

MEDICAL GROUP

Satisfactorily complete the medical examination for this position, if required. The incumbent must be able to perform the essential functions of this position either with or without reasonable accommodations.

WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY
POSITION DESCRIPTION

INSPECTOR GENERAL
DEPT/OFFICE: INDP/OIG

FLSA: Exempt
ROLE: 05

REVIEWED:
CHAIRMAN: _____
HRSD: _____

REPORTS TO: Board of Directors

SUMMARY:

Provides Authority-wide independent and objective oversight to carry out the mission of the organization. Promotes efficiency and effectiveness through the monitoring and elimination of Authority waste, fraud and abuse. Conducts and supervises audits, inspections and evaluations relating to WMATA programs and operations. Identifies weaknesses and areas for improvement and makes recommendations that are in the best interest of the Authority. Makes recommendations for system and operation changes to prevent reoccurrence of fraud and waste. Leads and coordinates activities to detect fraud and abuse. Identifies wrongdoers and abusers of Authority programs and recommends remedies. Keeps the Board fully informed of problems and deficiencies in the operations and administration of Authority programs and about the need for and progress of corrective actions. Maintains an internal quality assurance system including assessment studies and quality control reviews.

MAJOR DUTIES:

Provides executive leadership to the organization and exercises supervision over the functions reporting into the Office of the Inspector General (OIG).

Determines the budgetary requirements and priorities and objectives of the OIG.

Plans, conducts and participates in a variety of cross-functional projects and undertakings that support the mission of the OIG. Provides regular updates to the Board of Directors on the progress and recommendations of such undertakings.

Coordinates the review of existing and proposes Authority operations and programs to identify their impact on the efficiency of the Authority and their potential for fraud and abuse.

Develops, implements and maintains an internal quality assurance system including quality control reviews of processes to ensure that policies and procedures are followed

effectively and function as intended.

Provides analyses of large Authority databases to identify potential areas of fraud and abuse. Provides technical assistance to enhance databases to minimize potential for abuse.

Provides pre-award audits of grant or contract proposals to determine the financial capability of the grantees or contractors and conducts post-award audits.

Develop policies and procedures for the conduct of investigations on safety and criminal matters including the protection of whistleblowers.

Provides oversight for financial-statement related audit activity and serves as a primary liaison and advisor for the Office of Finance.

Reviews the design, developments and maintenance of computer-based systems through the execution of comprehensive audits of general and application controls.\

Develops and applies advanced computer-based audit techniques for use in detecting fraud, abuse and waste of Authority resources.

The above duties and responsibilities are not intended to determine specific duties and responsibilities of any particular position. It is not intended to limit in any way the right of supervisors to assign, direct and control the work of employees under their supervision.

KNOWLEDGE, SKILLS AND ABILITIES:

Extensive knowledge and demonstrated ability to design and implement strategies that foster ethical standards in meeting the Authority=s mission and goals.

Ability to make timely and effective decisions and procedure results through strategic planning, implementing and evaluating programs and policies.

Proven ability to administer human, financial, material and information technology resources in a manner to instill public trust and accomplishes the Authority=s mission.

Considerable experience in evaluating complex program operations, developing and implementing improvements and an ability to assess results.

Extensive experience in developing new approaches, methods and techniques and standards for the identification and solution of problems in accounting or auditing.
Knowledge of Authority and federal procurement regulations.

Demonstrated ability to manage the audit program within established budget limitations including the planning and directing of each facet of the function.

Ability to identify, analyze and correct major problems impacting the program.

Ability to establish and maintain effective working relationships with other offices of the Authority, contractors and other agencies.

Understanding of media, government and community relations.

Ability to communicate effectively.

MINIMUM QUALIFICATIONS AND EXPERIENCE:

Graduation from an accredited college or university with a Bachelor=s Degree in Business Administration, Accounting, or a directly related field. A minimum of fifteen (15) years progressively responsible executive-level management experience in the field of auditing, accounting or financial management that demonstrates the ability to effectively oversee a total audit program. Registration as a Certified Public Accountant is required.

Or, an equivalent combination of post high school education and a minimum of twenty (20) years progressively responsible executive-level management experience in the field of auditing, accounting or financial management that demonstrates the ability to effectively oversee a total audit program. Registration as a Certified Public Accountant is required.

MEDICAL GROUP:

Ability to satisfactorily complete the medical examination for this job. The incumbent must be able to perform the essential functions of this job either with or without reasonable accommodations.



WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY POLICY/INSTRUCTION

Subject	Classification	Lead	Date Approved	P/I Number
<i>Office of Inspector General</i>	<i>Audits and Investigations</i>	<i>OIG</i>	<i>6/10/08</i>	<i>13.4/0</i>

1.00 POLICY

- 1.01 It is the policy of the Washington Metropolitan Area Transit Authority (Metro) to support the Office of Inspector General (OIG) in carrying out its responsibilities under Board Resolution 2006-18 to promote economy, efficiency and effectiveness and to prevent and detect fraud and abuse in Metro's activities.
- 1.02 It is the policy of Metro, consistent with the directive of Board Resolution 2006-18 that the OIG shall have access to all Metro records. It is further Metro's policy that all Authority officials, employees, consultants and contractors cooperate fully with the OIG and report to the OIG information about fraud, waste, abuse, misconduct and wrongdoing in Metro activities.

2.00 PURPOSE

- 2.01 To implement the Board's directive in Resolution 2006-18 that Metro officials, employees, consultants and contractors fully cooperate with the OIG; to encourage the reporting of malfeasance and waste to the OIG; and to protect from reprisal "whistleblowers" and others who cooperate with the OIG.

3.00 SCOPE

- 3.01 This policy instruction applies to all Metro officials, employees, consultants and contractors.

4.00 DEFINITIONS

- 4.01 The terms "document" or "record" mean original and non-identical copies of any written, typed, printed, photocopied, photographic video or tape recorded matter of any kind, no matter how produced, recorded, stored, or reproduced including, but not limited to all correspondence, memoranda, electronic mail ("email"), video cams, security tapes, digital photographs, memoranda, handwritten notes, drafts, or transcriptions by mechanical device or by other means, computer discs, interoffice communications, microfilm, lists, bulletins, calendars, circulars, desk pads, ledgers, minutes, journals, diaries, invoices, balance sheets, maintenance schedules and other records, profit and loss statements, pamphlets, studies, notices, summaries, reports, analyses, worksheets and all other graphic materials, writings and instruments however produced or reproduced. Electronic documents wherever stored or archived are included.
- 4.02 The term "cooperate" or "cooperation" means respond in an accurate, complete and timely manner to requests from the OIG, and includes but is not limited to, making

	Supersedes	Page
	<i>P/I 13.1/1 and 13.3/0</i>	<i>1 of 5</i>



WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY POLICY/INSTRUCTION

Subject	Classification	Lead	Date Approved	P/I Number
<i>Office of Inspector General</i>	<i>Audits and Investigations</i>	<i>OIG</i>	<i>6/10/08</i>	<i>13.4/0</i>

oneself available for telephone or personal interview, giving truthful statements, and producing documents and records.

- 4.03 The term “criminal violation” means conduct that is prohibited by federal, state or local criminal law or ordinance and includes, but is not limited to, theft, conversion of property, fraud, bribery, solicitation of bribes, possession or distribution of child pornography, illegal drug use or distribution, or conspiring to commit the foregoing.
- 4.04 The terms “management issues” and “administrative offenses” include matters that generally fall outside the purview of the OIG under Board Resolution 2006-18 or may be technically within the purview of OIG but are ordinarily handled by supervisors. Examples of such matters include but are not limited to:
 - (a) matters for which there are other established procedures for seeking redress, such as civil rights complaints, violence in the workplace and challenges to personnel or disciplinary actions (other than as addressed herein taken in reprisal for dealings with the OIG);
 - (b) general complaints about employee or office morale;
 - (c) individual attendance issues, such as tardiness, misuse of leave or absence without leave (but not including misrepresenting or falsifying leave and attendance records);
 - (d) insubordination; and
 - (e) unauthorized use of alcohol or drugs, or reporting for duty in an intoxicated or impaired state.

5.00 RESPONSIBILITY

5.01 The OIG’s responsibility is summarized in its Mission Statement:

OIG supervises and conducts independent and objective audits, investigations, and other reviews relating to Metro’s programs and operations to promote economy, efficiency and effectiveness and detect and prevent fraud, waste and abuse. OIG provides advice to the Board and the General Manager to assist in achieving the highest levels of program and operational performance in Metro.

5.02 All Metro employees, consultants and contractors shall cooperate fully with the OIG and comply with all OIG requests for information, documents, and records necessary in the performance of OIG’s functions and responsibilities. All Metro managers shall ensure

	Supersedes	Page
	<i>P/I 13.1/1 and 13.3/0</i>	<i>2 of 5</i>



WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY POLICY/INSTRUCTION

Subject	Classification	Lead	Date Approved	P/I Number
<i>Office of Inspector General</i>	<i>Audits and Investigations</i>	<i>OIG</i>	<i>6/10/08</i>	<i>13.4/0</i>

that all subordinate employees do so. It is the responsibility of all contracting officers and their agents (e.g., Contracting Officer's Technical Representatives) to ensure that all consultants and contractors over whom/which they have oversight do so.

5.03 Reporting to the OIG

- (a) Metro employees, consultants or contractors having information indicating a potential criminal violation, fraud, waste, abuse, wrongdoing or misconduct in connection with Metro activities shall report the information to the OIG at the earliest possible opportunity.
- (b) Metro employees, consultants and contractors shall not report to the OIG any information or allegation that they know to be false or with willful or reckless disregard for the truth or falsity of the information or allegation.
- (c) Generally, management issues and administrative offenses are the responsibility of Metro supervisors and managers to address and resolve, and not that of the OIG. Accordingly, Metro employees should report information about management issues and administrative offenses to supervisors and managers. Metro employees may report such matters to the OIG either in addition to reporting them to management or without reporting them to management where:
 - (i) the employee fears reprisal;
 - (ii) the employee has reported the matter to a supervisor or manager but believes that the matter has not been adequately resolved or addressed;
 - (iii) the employee has a reasonable basis to believe that the procedure used to address the matter is flawed or inadequate; or
 - (iv) the employee has another reasonable basis to do so.
- (d) The OIG may exercise its discretion to refer management issues and administrative offenses to the appropriate supervisor or manager.

5.04 Metro managers and supervisors shall ensure that no Metro employee is subjected to or threatened with being subjected to any form of retribution, reprisal, or retaliation as a result of (a) reporting or providing, or stating an intention to report or provide, information to the OIG; (b) cooperating with the OIG; or (c) complying with an OIG request for information, documents or records.

	Supersedes	Page
	<i>P/I 13.1/1 and 13.3/0</i>	<i>3 of 5</i>



WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY POLICY/INSTRUCTION

Subject	Classification	Lead	Date Approved	P/I Number
<i>Office of Inspector General</i>	<i>Audits and Investigations</i>	<i>OIG</i>	<i>6/10/08</i>	<i>13.4/0</i>

- 5.05 Notwithstanding paragraph 5.04, after consultation with the OIG and the Office of General Counsel, Metro managers and supervisors may initiate appropriate disciplinary action against an employee who reports or states an intention to report information or an allegation knowing it to be false or with willful or reckless disregard for the truth or falsity of the information or allegation.
- 5.06 The Office of Procurement has the responsibility to ensure that appropriate steps are taken to require consultants and contractors to comply with this policy. Contracting officers shall be responsible for ensuring that the appropriate requirements of this P/I are in Metro contracts.

6.00 PROCEDURES

6.01 Cooperation with the OIG

- (a) Metro shall consider the failure of any Metro employee to cooperate with the OIG in the performance of the OIG's functions and responsibilities to be grounds for disciplinary action (up to and including termination). The OIG will bring to the attention of the employee's supervisor and any other appropriate Metro official facts reflecting a failure to cooperate and may make recommendations to supervisors and management officials to consider appropriate disciplinary action.
- (b) Representatives of the OIG may solicit from employees both voluntary statements and statements required to be given. When an OIG representative informs an employee that the interview is voluntary, a refusal to provide a statement or answer questions shall not be considered a failure to cooperate with the OIG or grounds for discipline. All responses given by any Metro employee to the OIG may be used in any administrative or disciplinary proceeding against the employee.

6.02 Whistleblower Protection and Prohibition Against Reprisal

- (a) In addition to protections afforded "whistleblowers" by other Metro policies, Metro employees may raise as a defense to any disciplinary action or administrative proceeding against them the claim that such action or proceeding was based upon or motivated by the employee having provided information or stated an intention to provide information to the OIG or having cooperated with the OIG or otherwise acted consistently with this policy. Metro employees may also challenge other administrative action by Metro on the same grounds.
- (b) Metro shall consider it to be grounds for disciplinary action (up to and including termination) for a Metro employee:

	Supersedes	Page
	<i>P/I 13.1/1 and 13.3/0</i>	<i>4 of 5</i>



WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY POLICY/INSTRUCTION

Subject	Classification	Lead	Date Approved	P/I Number
<i>Office of Inspector General</i>	<i>Audits and Investigations</i>	<i>OIG</i>	<i>6/10/08</i>	<i>13.4/0</i>

- (i) to direct or threaten to direct another Metro employee, consultant or contractor to refrain from providing information or assistance to the OIG, either upon request or on their own initiative, or
- (ii) to threaten another employee with, or subject such employee to, any form of retribution, reprisal, or retaliation as a result of reporting or providing, or stating an intention to report or provide, information to the OIG; cooperating with the OIG; or complying with an OIG request for information, documents or records.

6.03 Metro employees, consultants or contractors may report information and allegations to the OIG in person, in writing through the internal Metro mail system or external United States mail, through the OIG Hotline (by telephone 202-962-2400 or email hotline.oig@wmata.com) or in any other reasonable fashion.

6.04 Persons reporting information to the OIG may do so anonymously or request that their identities be treated as confidential by the OIG. The OIG will ensure that, upon request by the reporting person, the person's identity will be held confidential. Persons making reports to the OIG should understand and consider that OIG is far better able to investigate effectively if it knows the identity of the person making the report so that OIG investigators can obtain necessary additional information from the complainant.

7.00 EXCEPTIONS

7.01 None.

	Supersedes	Page
	<i>P/I 13.1/1 and 13.3/0</i>	<i>5 of 5</i>

SUBJECT: Establish an Office of Inspector General, Headed by an Inspector General, and Repeal Resolution 82-44, which Established the Office of Audits and Inspections

2006-18

**RESOLUTION
OF THE
BOARD OF DIRECTORS
OF THE
WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY**

WHEREAS, The Board adopted Resolution 82-44 establishing within the organizational structure of the Authority an Office of Audit and Inspections ["Office of Audit"] headed by an Auditor General appointed by the General Manager (with Board approval) and reporting directly to the General Manager, in order to increase inspection responsibilities for the detection of fraud, fraud vulnerability and employee, consultant employee or contractor misconduct; and

WHEREAS, Many organizations, including federal government agencies and transit properties, employ an Office of Inspector General as an independent and objective unit to conduct and supervise audits, program evaluations and investigations relating to agency activities; promote economy, efficiency and effectiveness in agency activities; detect and prevent fraud and abuse in agency activities; and inform agency officials about deficiencies in agency activities as well as the necessity for and progress of corrective action; and

WHEREAS, In order to perform these functions, the Office of Inspector General would need full access to Authority records and the full cooperation of staff; and

WHEREAS, WMATA, its customers, its funding partners, signatories and oversight agencies would all benefit if WMATA had an Office of Inspector General modeled on the federal Offices of Inspector General to enhance the Authority's goals of accountability and transparency; and

WHEREAS, The Office of Inspector General would assume all functions previously performed by the Office of Audit and would perform other functions included in the duties of a federal Office of Inspector General; now, therefore, be it

RESOLVED, That there is hereby established an Office of Inspector General to conduct and supervise audits, program evaluations and investigations relating to Authority activities; promote economy, efficiency and effectiveness in Authority activities; detect and prevent fraud and abuse in Authority activities; and keep the Board fully and currently informed about deficiencies in Authority activities as well as the necessity for and progress of corrective action; and be it further

Motioned by Mrs. Mack, seconded by Mr. Deegan

Ayes: 6 - Mrs. Mack, Mr. Deegan, Mr. Zimmerman, Mr. Graham, Mr. Smith, Mrs. Hudgins

RESOLVED, That in performing these functions, the Office of Inspector General shall have access to all Authority records and the full cooperation of staff when necessary for performing the functions and responsibilities of the Office of Inspector General, shall have the authority to subpoena witnesses, papers, records and documents and shall enjoy the greatest possible independence and freedom from interference, consistent with the WMATA Compact, including initiating, carrying out and completing any audit or investigation and issuing any subpoena in the course of an audit or investigation; and be it further

RESOLVED, That the Office of Inspector General shall follow generally accepted audit practices for all audits, and shall supervise the Authority's annual independent audit of financial accounts and perform a quality assurance review of the audit; and be it further

RESOLVED, That to the extent that any of the functions of the Office of Inspector General are currently performed by another office in the Authority, those functions shall be transferred to the Office of Inspector General; and be it further

RESOLVED, That there is hereby established the position of Inspector General who shall be an Officer of the Authority, shall report to the Board and shall head the Office of Inspector General; and be it further

RESOLVED, That the Board of Directors shall establish the qualifications for and shall recruit, appoint and set the compensation of the Inspector General without regard to political affiliation and solely on the basis of integrity and demonstrated management and analytic ability and a thorough appreciation of the aims of auditing, program evaluation, criminal and civil investigations, the need for adherence to legal requirements and the special nature of working in the public sector; and be it further

RESOLVED, That the Inspector General shall serve a term of five years and may be reappointed by the Board for no more than two additional terms; a removal from office prior to the end of a term shall be in accordance with the Board's authority under the Compact, based upon criteria to be developed by the Board; and be it further

RESOLVED, That the Inspector General shall annually recommend to the Board a budget for the Office of Inspector General; and be it further

RESOLVED, That the Inspector General shall make a report periodically to a committee of the Board designated by the Board (currently the Audit Committee) as the committee may require, and semi-annually to the Board of Directors, and shall submit an annual summary report to the Mayor of the District of Columbia; the Governor of Maryland; the Governor of Virginia; the chief elected official in each of the following: Montgomery and Prince George's counties in Maryland, Arlington, Fairfax and Loudoun counties in Virginia and the cities of Alexandria, Fairfax and Falls Church in Virginia; members of Congress representing jurisdictions in WMATA's Transit Zone; the Chair of WMATA's

Riders' Advisory Council; and the Federal Transit Administration; and the annual summary report shall also be available to the public; and be it further

RESOLVED, That the Inspector General and General Manager shall maintain open lines of communication, including direct and prompt access to each other when necessary for the performance of the functions and responsibilities of the Office of Inspector General; and be it further

RESOLVED, That the Board and the General Manager may request the Inspector General to perform investigations and audits, consistent with the independence of the Inspector General set forth in this Resolution; and be it further

RESOLVED, That the Inspector General shall appoint an Assistant Inspector General for Audits and an Assistant Inspector General for Investigations; and be it further

RESOLVED, That when appointing staff, the Inspector General shall give first consideration to staff in the Office of the Auditor General; and be it further

RESOLVED, That all Office of Inspector General personnel shall be subject to existing WMATA personnel policies and procedures, and for the purpose of adhering to WMATA personnel policies and procedures the Office of Inspector General shall have departmental status; and be it further

RESOLVED, That within three months of appointment, the first Inspector General shall recommend to the Board an Office of Inspector General budget and work plan for fiscal year 2008 and an organizational staffing plan; policies and procedures to address the functioning of the Office of Inspector General, including required contracting support and authority, the scope of audit authority over contractors, operating procedures for the conduct of investigations of safety and criminal matters, the protection of confidentiality, the content of periodic reporting herein required, the recipients of investigative and audit reports and the public availability of reports issued by the Office of Inspector General; and whatever revisions or supplements to existing Authority policies he or she deems necessary to encourage the reporting of malfeasance and waste and to protect "whistleblowers" from reprisal; and be it further

RESOLVED, That, Resolution 82-44 is hereby repealed, effective upon appointment of the first Inspector General; and be it finally

RESOLVED, That this Resolution shall be effective immediately.

Reviewed as to form and legal sufficiency,



Carol B. O'Keeffe
General Counsel