



## Minutes

### Governance Committee July 24, 2014

Chair Dyke called the meeting to order at 11:52 a.m. Present were:

#### Committee Members

Mr. James Dyke, Chair  
Mrs. Artis Hampshire-Cowan, Vice Chair  
Mr. Mortimer Downey  
Mr. Tom Downs\*

#### Other Members Present

Mrs. Catherine Hudgins  
Mr. William Euille  
Ms. Kathryn Porter  
Mr. Michael Goldman  
Mr. Tom Bulger  
Mr. Marcel Acosta

\*Designated Jurisdictional Representative

The agenda was approved as presented.

The minutes of the June 12, 2014 meeting were approved as submitted.

#### Action Items

##### A. Approval of Revisions to Board Code of Ethics

After discussion, Mr. Dyke offered an amendment to Attachment A of the resolution, The Principles of Board Fiduciary Duties and Confidentiality (the Principles), so that the first complete sentence of Page 2 would read, "In the rare instance where an actual conflict of interest arises and where the WMATA General Counsel wishes to share any information covered by the attorney-client or attorney-work-product privileges with *the Board* or one or more of the Jurisdictions, the WMATA General Counsel will identify and disclose to the Board of Directors the nature of the conflict in writing in sufficient detail to allow the Board of Directors to assess whether additional restrictions on the disclosure of that information should apply." This motion was approved by unanimous consent. Mr. Dyke moved, seconded by Mrs. Hampshire-Cowan, to forward to the full Board for approval a resolution to approve the Principles, and to direct staff to prepare a revision to the Code of

**Washington  
Metropolitan Area  
Transit Authority**

600 Fifth Street, NW  
Washington, DC 20001  
202/962-1234

By Metrorail:  
Judiciary Square--Red  
Line  
Gallery Place-Chinatown--  
Red, Green and  
Yellow Lines  
By Metrobus:  
Routes D1, D3, D6, P6,  
70, 71, 80, X2

A District of Columbia,  
Maryland and Virginia  
Transit Partnership

Ethics incorporating the Principles and present it to the Governance Committee no later than the Committee's October session. The resolution as amended was approved to be referred to the Board for consideration, with Mr. Downey abstaining. Mr. Dyke noted that this was a rare instance where this item would be considered by the Board on the same day it was approved by the Committee.

The committee adjourned at 11:59 a.m.