



## Minutes

### Governance Committee September 11, 2014

Chair Dyke called the meeting to order at 3:20 p.m. Present were:

#### Committee Members

Mr. James Dyke, Chair  
Ms. Kathryn Porter\*  
Mr. Mortimer Downey  
Mr. Tom Bulger\*

#### Other Members Present

Mr. Tom Downs  
Mrs. Catherine Hudgins  
Mr. Matthew Brown  
Mrs. Mary Hynes

\*Designated Jurisdictional Representative

The agenda was approved as presented.

The minutes of the July 24, 2014 meeting were approved as submitted.

#### Action Item

##### A. Approval of Revisions to Board Procedures – Audits Release and Committee Chair Eligibility

General Counsel Kathryn Pett provided the Committee with an explanation of the proposed revisions to the Board's Procedures. Mr. Bulger moved, seconded by Mr. Downey, approval of revisions to the Board's Procedures which would lay out a procedure for the Inspector General to forward audit reports to the Board, and for the Board to review the findings and recommendations and resolve differences between the OIG and WMATA management, and accept the reports, and would also change the requirements for a Member to chair a Committee to allow the Board to better utilize its members policymaking and oversight expertise. This motion was approved unanimously.

**Washington  
Metropolitan Area  
Transit Authority**

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Washington, DC 20001  
202/962-1234

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

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Maryland and Virginia  
Transit Partnership

## **Information Item**

### **A. Review of Ethics Changes Proposed by Jurisdictional Attorneys General**

Mr. Dyke noted that the General Counsel has reviewed the changes to the Board's Code of Ethics proposed by the jurisdictional Attorneys General, and, based on those proposals, put together the chart distributed to the Committee with her recommendations. He suggested that, in order to move forward, that Ms. Pett incorporate those recommendations into a redline version of the Code of Ethics that can be shared with jurisdictional partners for the Committee's review and consideration in October. Committee members concurred with this suggestion

### **Subsequent Governance Committee Agenda**

Mr. Dyke noted that he would be bringing forward suggestions for 2015 Board Officer nominations at the October Governance Committee meeting and asked that Committee members be prepared to discuss those suggestions at that time.

The committee adjourned at 3:29 p.m.