

Board Relationship with General Counsel

Purpose: To describe the dotted-line relationship between the Board, Board Committees and General Counsel

Governance:

"Provide comments to the CEO in establishing performance goals and assessing the performance of the General Counsel," Bylaws II.F.

"All requests to staff by Board Members are directed to the General Manager and Chief Executive Officer (CEO, General Counsel, Inspector General or Board Secretary." Bylaws V.

"The authority of the Board of Directors is vested in the collective body and not in its individual Members. Accordingly, the Board, in establishing or providing any policies, orders, guidance, or instructions to the CEO, General Counsel, Inspector General or Board Secretary, shall act as a body." Bylaws VIII.F.

"Litigation, investigations and other legal matters requiring the provision of legal advice or consultation with counsel" is a matter appropriate for Board executive session. Bylaws X.A.

The General Counsel is the contact for the Governance Committee.

It is anticipated that the General Counsel will serve as the Board's Ethics Officer, including issuing advisory opinions, under the Board Code of Ethics.

General Counsel's Performance Plan:

"Develop and maintain good working relationship with the Board of Directors, including provide counsel and guidance, and supporting key governance work through the Board [Governance] Committee."

As a result, the General Counsel will:

1. Request a meeting with the Board or appropriate Committee whenever there is a significant governance or legal issue that requires immediate consideration
2. Quarterly, in executive session:
 - a. Advise the Board on matters as appropriate
 - b. Provide status of major litigation and high-profile issues
 - c. Report on Office of General Counsel performance metrics
 - d. Discuss upcoming challenges and opportunities
3. Represent WMATA including the Board of Directors and Board Committees
4. Respond to Board Member requests
5. Provide ethics opinions to Board Members as Ethics Officer
6. Be the contact for the Governance Committee

In addition, the Board will provide the GM/CEO with input toward the performance goals and assessing the performance of the General Counsel.