



## Minutes

### Governance Committee October 9, 2014

Chair Dyke called the meeting to order at 4:20 p.m. Present were:

#### Committee Members

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

#### Other Members Present

Mr. Michael Goldman

\*Designated Jurisdictional Representative

Mr. Downey moved, seconded by Mr. Downs, approval of the agenda with the change to consider Item III.B, 2015 Board Officer Nominations, prior to the consideration of the proposed changes to the Board's Code of Ethics. The agenda was approved as amended.

The minutes of the September 11, 2014 meeting were approved as submitted.

#### Action Items

##### A. Approval of 2015 Board Officer Nominations

Mr. Dyke moved approval of the slate of Board officers for 2015 – Chair Downey, Vice Chair Nichols, and Second Vice Chair Hudgins. This motion was seconded by Ms. Porter. The motion was approved unanimously.

Mr. Dyke then reviewed agenda items that would be coming to the Committee at subsequent meetings:

- Executive session minutes; and
- Delegation of Authority to select Officers of the Authority – specifically the Treasurer and Comptroller.

**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

## **B. Revisions to Board Code of Ethics**

Mr. Dyke noted that earlier in the year, the Board had asked staff to review the Board's Code of Ethics, and to compare it to the Code of Ethics recently adopted by the Metropolitan Washington Airports Authority (MWAA), which was based on guidance from the Department of Transportation's Inspector General. He also noted that the Board had made changes to the Code of Ethics as they related to Board members' fiduciary duties and duty of confidentiality.

Mr. Dyke explained that there were several changes proposed based on feedback from jurisdictional attorneys, and that he would go through each change with the Committee and ask for its approval, and then ask for approval of the entire revised Code of Ethics as amended.

Mr. Dyke moved, seconded by Mr. Downey, to ensure that the definition of the word "jurisdiction" is used accurately and consistently throughout the Code. Without objection, the amendment was adopted.

Mr. Dyke moved, seconded by Ms. Porter, to replace the term "apparent conflict" with the term "appearance of a conflict of interest" throughout the document. Without objection, this amendment was adopted.

Mr. Dyke moved, seconded by Ms. Porter, to delete Article V, Item D and the final sentence of Article V as they relate to compact-required participation in Board decisions. Without objection, this amendment was adopted.

Mr. Dyke moved, seconded by Ms. Porter, to change the language in Article XIII, Section A, to specify the procedure for replacing a member of the Ethics Committee when the member has a conflict in the matter before the Committee. The procedure would be that the Chair consults with other Members and chooses another Member from the same jurisdiction provided there is one who does not share the conflict. Without objection, this amendment was adopted.

Mr. Dyke then moved, seconded by Ms. Porter, approval of the revised Code of Ethics, to incorporate all of the amendments adopted. The motion was approved unanimously.

The committee adjourned at 5:01 p.m.