

**PRESENTED AND ADOPTED: November 7, 2019**

**SUBJECT: APPROVAL OF REVISED 2019 BOARD COMMITTEE MEMBERSHIP UPON ETHICS COMMITTEE'S DETERMINATION REGARDING BOARD MEMBER CHRISTIAN DORSEY**

**2019-40**

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

WHEREAS, Pursuant to Board Bylaws Article III.3.c, changes to Board committee membership shall be proposed by the Board Chair and approved by the Board; and

WHEREAS, On October 30, 2019, Board Member Christian Dorsey updated his Board Disclosure Form to report a \$10,000 political campaign contribution that he received on June 21, 2019, from Amalgamated Transit Union, Local 689, which represents a significant number of WMATA employees; and

WHEREAS, Mr. Dorsey on his own initiative disclosed Local 689's campaign contribution but failed to do so within 10 calendar days of receiving the campaign contribution, as required by Article X.B of the then existing and current Board Code of Ethics; and

WHEREAS, As result of Mr. Dorsey's delay in disclosing Local 689's campaign contribution, Mr. Dorsey participated in several matters as a Board Member from which he should have recused himself during the period June 21, 2019 to October 30, 2019, in accordance with Article V.A of the then existing and current Board Code of Ethics; and

WHEREAS, On November 6, 2019, Mr. Dorsey confirmed to the Ethics Committee that he will return the \$10,000 campaign contribution from Local 689, and within five (5) business days hereof Mr. Dorsey will provide a document evidencing return of the contribution; and

WHEREAS, The Ethics Committee determined that despite Mr. Dorsey's good faith disclosure and return of the Local 689 campaign contribution, Mr. Dorsey violated the Board Code of Ethics and should be reprimanded and removed as Chair of the Finance Committee; and

WHEREAS, In order to implement the Ethics Committee's determination and to ensure the most effective and efficient operation of the Board and its committees, Board Chair Paul C. Smedberg proposes changes to the membership of the Finance and Capital Committee and the Safety and Operations Committee as set forth in Attachment A;

**Motioned by Mr. Smedberg, seconded by Mr. Bulger**

**Ayes: 7- Mr. Smedberg, Mr. Bulger, Mr. Goldman, Mr. Horner, Mr. Marootian Mr. Rahn and Mr. McMillin**

NOW, THEREFORE, be it

*RESOLVED*, That the Board adopted the Code of Ethics "to assure the highest degree of confidence and public trust in WMATA, and that the judgment of Board Members will not be compromised or affected by conflicting interests or the appearance of a conflict of interest" and, accordingly, reminds all Board Members, present and future, that it is imperative that Board Members abide by both the letter and the spirit of the Code of Ethics, particularly in regard to a Board Member's duty to avoid conflicts of interest; and be it further

*RESOLVED*, That the Board reprimands Mr. Dorsey for violating the Board Code of Ethics by failing to timely disclose the Local 689 campaign contribution and failing to recuse himself from Board matters where Local 689 had an interest; and be it further

*RESOLVED*, That the Board adopts the revised Committee Assignments in Attachment A to this Resolution; and be it finally

*RESOLVED*, That as this Resolution deals solely with internal management action, it shall be effective immediately.

Reviewed as to form and legal sufficiency,



Patricia Y. Lee  
General Counsel

WMATA File Structure Nos.:  
2.1.2.1 Board Member Ethics Forms  
2.1.4.1 Board Committee Meetings

# Board Committee Assignments Effective November 7, 2019

## Committee Membership:

### **Executive Committee:**

Chair: Paul Smedberg  
1st Vice Chair: Tom Bulger (interim)  
2nd Vice Chair: Michael Goldman  
Federal Representative: David Horner

### **Finance and Capital Committee:**

Chair: Steve McMillin  
Vice Chair: District of Columbia representative (Jeff Marootian – interim)  
Pete Rahn  
Paul Smedberg

### **Safety and Operations Committee:**

Chair: Michael Goldman  
Vice Chair: David Horner  
Christian Dorsey  
District of Columbia Representative (Tom Bulger – interim)

## Committee Descriptions:

### Executive Committee:

- The Executive Committee shall be responsible for enforcement of the Board's Code of Ethics and service as the Board's Ethics Committee, and such additional responsibilities as it may be assigned by the Board Chair. The Executive Committee shall have primary responsibility for recommending to the Board a candidate for General Manager, Secretary and Inspector General, and conducting the annual performance review of each such Officer with input from all members of the Board.
- The Committee shall provide oversight of the quality and integrity of WMATA's internal controls, compliance systems, and auditing and accounting systems. The Committee shall also oversee internal and external audits, and develop policy and provide guidance for the Inspector General. The Committee shall be responsible

for conducting annual audit awareness training for all Board members. The Committee shall be responsible for accepting reports from the Inspector General, including management's response and corrective actions. To the extent that the Committee is unable to accept a report, the Committee Chair shall forward the report to the Board Chair for the Board to consider. Final accepted reports may be made available to the public, subject to applicable law and WMATA policy.

- The Committee shall be responsible for Board governance (including Bylaws, Election of Board Officers and Committee Chairs and Members), and oversight of legislative planning, governmental/jurisdictional relations and related communications strategies. The Committee shall be responsible for conducting an orientation program for new Board members, and handling questions under the WMATA Compact.
- The Committee shall be responsible for oversight of pensions including reviewing investment results of WMATA's various trusts, processing plan amendments for Board adoption, and receiving regular reports on plan performance.
- The Committee shall also provide oversight for labor, human resources, procurement, civil rights and fair practice matters. The Committee shall also oversee the development of procurement procedures in accordance with federal requirements.

#### Finance and Capital Committee:

- The Finance and Capital Committee shall monitor the financial integrity and viability of WMATA and its programs and services, have primary responsibility for developing, in coordination with a working group of the whole, recommending and overseeing an annual operating and a capital budget to the Board each year, and have primary responsibility for setting policy with respect to fares and fees. The Committee's recommended annual operating and capital budgets shall be as voted by the working group of the whole.
- The Committee shall be responsible for capital program planning, including an annual capital plan; oversight of major capital projects delivery including scope, oversight, budget and on-time/on-budget metrics; regional corridor development; coordination with jurisdictions; and coordination of community development. The Committee shall be responsible for strategic, long-term planning, including establishing priorities based on technical analysis and stakeholder outreach. The Committee shall oversee the Joint Development Program and other real estate matters.

#### Safety and Operations Committee:

- The Safety and Operations Committee shall provide continual oversight and recommend policies to assure that all facilities, equipment and operations of the

transit system are safe and secure for passengers, employees, and the public affected by WMATA services.

- The Committee shall be responsible for customer experience and service, and operating plans and performance. The Committee shall set the tone and provide leadership that safety comes first among all operational considerations. The Committee shall ensure that employees and the public have accessible channels for reporting safety, crime and security concerns.