



Executive Committee

Information Item III-B

November 21, 2024

Annual Ethics Training

Washington Metropolitan Area Transit Authority

Board Action/Information Summary

☐ Action ☒ Information

Document
Number:
210875

Resolution:
☐ Yes ☒ No

Presentation Name:

Annual Board Ethics Training

Project Manager:

Patricia Y. Lee/Phillip Staub/Jennifer Ellison

Project Department:

Legal Department

Purpose/Key Highlights:

Ethics supports all four Strategic Transformation Plan goals.

Interested Parties:

None.

Background:

Board annual ethics training required by Article XIV of the Board's Code of Ethics.

Discussion:

Board annual ethics training required by Article XIV of the Board's Code of Ethics.

Funding Impact:

None.

Previous Actions:

Prior Board annual ethics training on November 2, 2023.

Next Steps:

Ethics training for any new Board members or Alternates. Board annual ethics training in 2025.

Recommendation:

Information Only

2024 Annual Board Ethics Training

Executive Committee



Your Metro, the Way Forward



Ethics supports all goals by providing transparency, supporting equity, and enhancing public trust in Metro.

To Whom Do Board Members Owe Fiduciary Duties?

WMATA is “an instrumentality and agency of each of the signatory parties” and a “body corporate and politic.” Compact, Art. III, Sec. 4

“As a result, Board Members owe fiduciary duties to WMATA and to their respective Jurisdiction.” Code of Ethics, Art. II

Fiduciary Duties

Duty of
Loyalty

Duty of
Confidentiality

Duty of Care

Duty to Avoid
Conflicts of
Interest



Duty of Loyalty

Definition	Example
<p>Act in the best interest of WMATA and of your Jurisdiction, in good faith, and do so objectively and independently</p>	<p>Actions should not be in the interest of yourself, another person, or another organization</p>

Duty of Confidentiality

Definition	Example
<p>Keep confidential all non-public information learned through Board service</p>	<p>Disclosure to third parties or jurisdiction could result in statutory violations (e.g., privacy laws) or loss of attorney-client privilege</p>

Duty of Care

Definition	Example
<p>Act with appropriate attention and be fully apprised of all reasonably available information</p>	<ul style="list-style-type: none">• Attend Board meetings• Review Board materials• Ask questions• Gather information to make an informed decision

Duty to Avoid Conflicts of Interest

Definition	Example
<p>Avoid any action that would diminish the public's confidence in the integrity of the Board or WMATA</p>	<ul style="list-style-type: none">• Do not use your Board position for favored treatment of any person or entity• Do not use your Board position for personal gain• Do not solicit or accept gifts, money, or any other thing of value in connection with your service as a Board Member

What is a Conflict of Interest?

When a Board Member's ability to perform their duties fairly and objectively would be compromised

Includes, but is not limited to, when a Board Member has a Substantial Interest or Duty in an Interested Party

Resolving Conflicts of Interest

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Action

- Recusal
- Declaration

Approval

- None; Notify Chair(s)
- Ethics Officer Recommendation & Board Approval

Participate in Board action

- No
- Yes

Gifts

General rule against soliciting or accepting gifts from Prohibited Source

Prohibited Source – includes “because of the Board Member’s position”

Limited exceptions to accepting gifts (Appendix 1)

Household Members

Disclosures



Disclosures

Annual Disclosure Statement

Continuing Disclosure Obligation

Gift Disclosure



Scenario 1

On the APTA conference agenda there is a snack break sponsored by a WMATA contractor. Can I attend and have the snacks?

Scenario 2

I have been asked to speak at a meeting of the Annapolis Transit Enthusiasts.
Can I do so without violating any ethics rules?

Scenario 3

At the time I filed my disclosure I reported that my spouse was a partner at an accounting firm. She has since struck out on her own. Do I need to update my disclosure?

Best Practices

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