

Washington Metropolitan Area Transit Authority
Board Action/Information Summary

<input checked="" type="radio"/> Action <input type="radio"/> Information	MEAD Number: 201891	Resolution: <input checked="" type="radio"/> Yes <input type="radio"/> No
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TITLE:

Improved Governance: Revisions to Board Bylaws

PRESENTATION SUMMARY:

Proposed revisions to Board Bylaws to better align the Board's activities with its strategic priorities to promote Board efficiency and effectiveness. Includes changes to the Board's committee structure.

PURPOSE:

Board approval of proposed revisions to Board Bylaws to align them with the Board's strategic priorities for FY2018 and beyond, and to promote Board efficiency and effectiveness.

DESCRIPTION:

Following the passage of Metro's FY2018 Budget, the Board developed a set of strategic priorities: Board and organizational effectiveness; fiscal health; safe and reliable operations; and capital planning and real estate. The General Manager/Chief Executive Officer's (GM/CEO's) "Keeping Metro Safe, Reliable and Affordable (KMSRA) Plan" also aligns with these priorities.

The Board proposes to revise its Bylaws to change its committees and committee structure to better align the Board's activities with its strategic priorities; promote Committee efficiency and effectiveness; and foster interactive discussions at meetings of the full board.

Changes to the Bylaws include: fewer committees with more appropriate Board-level focus on oversight and strategy; smaller committees to be more efficient and nimble, and allow for fuller discussions at the full Board level; updated mission and vision statements; elimination of the Second Vice Chair position; and improved selection process for committee leadership since all members are eligible to serve as Chairs and Vice Chairs. The Board also proposes to change the timing of its annual organizational meeting and officer elections to align with Metro's Fiscal Year (July 1 - June 30).

Key Highlights:

- The proposed revisions to the Bylaws include changes to the Board's Committee structure to align the Board's committees with its strategic priorities and the General Manager's KMSRA Plan
- The Board's proposed standing committees are as follows:
 - Executive Committee – Chair, Vice Chair, Committee Chairs
 - Finance and Budget
 - Safety and Service Delivery
 - Business Oversight
 - Capital and Strategic Planning
- The Board's annual organizational meeting and elections would move from January to July to coincide with Metro's Fiscal Year

Background and History:

In 2010 and 2011, to improve Metro's governance, the Board of Directors developed a set of Board Bylaws and Procedures, with significant input from local, regional and national bodies. Subsequently, the Board reviewed and revised these Bylaws and Procedures on an annual basis.

In November 2016, following a thorough review by its Strategic Advisor, the Board made significant revisions to its Bylaws and removed the Board Procedures from its governing documents.

Discussion:

Following passage of the FY2018 budget, the Metro Board developed a set of strategic priorities to guide its activities in FY2018 and beyond. Revising the Board's Bylaws to align its committee structure with its strategic priorities will enable the Board and its respective committees to manage its activities and work products in support of those priorities. These changes will also promote Committee efficiency and effectiveness as well as foster interactive discussions at meetings of the full Board.

Following the passage of the revised Bylaws, including revisions to committee structure, committee chairs and vice chairs, in coordination with WMATA staff, will develop individual committee work plans for FY2018 for Board review and approval in September.

FUNDING IMPACT:

No impact on funding - proposed Bylaws revisions only affect Board operations.

Project Manager:	Jennifer Ellison
Project Department/Office:	SECT

TIMELINE:

Previous Actions	November 2016 - Board revised Bylaws based on Strategic Advisor recommendations. April 2017 - Board Retreat - development of Board Strategic Vision.
Anticipated actions after presentation	November 2017 - Realignment of Committee Work Plans for FY2018

RECOMMENDATION:

Board approval of revisions to Bylaws, including changes to committee structure.

PRESENTED AND ADOPTED: October 26, 2017

SUBJECT: APPROVAL OF AMENDMENTS TO WMATA BOARD OF DIRECTORS BYLAWS FOR CHANGES TO MISSION, VISION AND STANDING COMMITTEES

2017-46

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

WHEREAS, Pursuant to Article IX of the Bylaws of the Washington Metropolitan Area Transit Authority (WMATA) Board of Directors, amendments to the Bylaws require Board approval; and

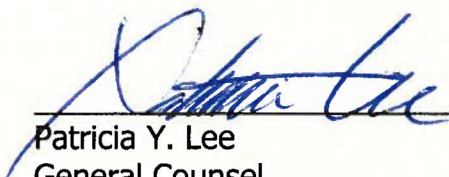
WHEREAS, The Board of Directors desires to improve its governance practices and update Metro's Mission and Vision; and

WHEREAS, The Board of Directors desires to change its standing Committees to align with its strategic priorities, promote Committee efficiency and effectiveness, and foster interactive discussions at meetings of the full Board; now, therefore be it

RESOLVED, That the Board of Directors approves the attached amended Bylaws, which supersedes all prior Bylaws; and be it finally

RESOLVED, That this Resolution shall be effective 30 days after adoption in accordance with § 8(b) of the WMATA Compact.

Reviewed as to form and legal sufficiency,



Patricia Y. Lee
General Counsel

WMATA File Structure No.:
2.1.1 Board Bylaws

**Motioned by Mr. Price, seconded by Mr. Corcoran
Ayes: 7 – Mr. Evans, Mr. Corcoran, Mr. McMillin, Mr. Price, Ms. Porter, Mrs. Hudgins and Mr. Horner**

BYLAWS

WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY

Article I: Mission

The mission of the Washington Metropolitan Area Transit Authority (“WMATA”) is to provide safe, equitable, reliable, cost effective public transit. WMATA moves the region forward by connecting communities, improving mobility and stimulating economic development.

Article II: Board

1. Board Responsibilities. The Board is primarily responsible for policy, financial direction, oversight and WMATA’s relationships with its customers, jurisdictional partners and signatories.
2. Composition. The Board shall have the members specified under Article III, paragraph 5 of the WMATA Compact. Members of the Board shall be known as Directors.
3. Selection. Each Director shall be appointed as specified under Article III, paragraph 5 of the WMATA Compact.
4. Terms. Each Director for Virginia or Maryland shall serve coincident with his or her term on the body that appoints him or her as specified under Article III, paragraph 5 of the WMATA Compact. The terms of the remaining Directors shall be determined by the law applicable to the governmental entity that appoints them, being either the District of Columbia or the United States.
5. Removal. A Director may be removed only by the governmental entity that appointed him or her in accordance with the law applicable to that governmental authority as specified under Article III, paragraph 5 of the WMATA Compact.
6. Meetings.
 - a. The Board meets monthly, with a recess in August.
 - b. The Board may also hold special or emergency meetings at the call of the Board Chair or upon a vote of the Board.
7. Notice. Notice of monthly Board meetings and special Board meetings shall be posted on the WMATA Internet site and provided to Board members in writing or electronically at least 48 hours before the meeting commences. Notice of an emergency board meeting may be provided in any form reasonably expected to reach each Director prior to the start of the meeting and shall also be posted on the WMATA Internet site.

8. Quorum. A quorum requires the presence of four Directors, including one appointed by each of the District of Columbia, Maryland and Virginia. A Director or Alternate Director may participate in any meeting of the Board of Directors by means of conference telephone or other communications equipment by means of which all persons participating therein can hear each other, and participation in a meeting by such means shall constitute presence in person at such meeting.

9. Executive Session. The Board or a Committee may meet in executive session to discuss critical, sensitive, confidential or proprietary matters for which untimely disclosure may be detrimental to the public interest. The exceptions listed below shall be strictly construed in favor of open meetings of the Board and Committees. Such topics may include:

a. Budgetary matters that may affect legal positions, WMATA contracts, or sensitive relationships with local jurisdictions or the federal government.

b. Litigation, investigations and other legal matters requiring the provision of legal advice or consultation with counsel and staff members.

c. Personnel or labor issues including discussions of labor contracts and labor negotiations, consideration or interviews of candidates for employment, and the assignment, appointment, promotion, performance, demotion, or resignation of individuals.

d. Contractual or other matters involving confidential or proprietary concerns, or the investment of public funds where discussion in public would adversely affect the financial interests of WMATA.

e. Audit matters and investigations to include, for example, audits of IT security matters and investigations to be referred for further criminal investigation or prosecution.

f. Safety and security matters when premature release would compromise public safety.

g. Disposition of WMATA property or acquisition of real property for WMATA purposes where discussion in public would adversely affect WMATA's negotiating or bargaining position.

h. Development of WMATA position or strategy on pending or proposed federal or state legislation.

The Board or any Committee may meet in executive session provided a majority of the members present and voting, not subject to the jurisdictional veto as provided in Compact §8(a), vote in favor of closing the session. The agenda for each executive session shall be made available to the public prior to the meeting and shall include the topic or topics to be discussed, reasonably identified without violating confidentiality. Before meeting in executive session, the presiding Board Director, or in his/her absence, a Board member shall:

1. conduct a recorded vote on the closing of the session; and

2. make a written statement of the reason for closing the meeting, including a citation of the authority under this section, and a listing of the topics to be discussed.

A revised agenda including the executive session shall be made available to the public after the meeting to reflect an additional matters or topics discussed. The Board or Committee may not discuss or act on any matter not expressly authorized in this section. The presiding Board Director, or in his/her absence, a Board member may also convene an unscheduled executive session at a monthly, special or emergency meeting provided that the agenda for the executive session is made public contemporaneous with the meeting, subject to the above requirements.

10. Action of the Board. The Board shall take action by a vote of a majority of the Directors present at a meeting of the Board at which a quorum is present, which majority shall include at least one Director appointed by each of the District of Columbia, Maryland and Virginia, provided, however, that a plan of financing may be adopted or a mass transit plan adopted, altered, revised or amended by the unanimous vote of the Directors representing any two Signatories.

11. Alternate Directors. Alternate Directors shall be selected as specified under Article III, paragraph 5 of the WMATA Compact. An Alternate Director may be counted toward a quorum for a Board meeting and may participate in an executive session. An Alternate Director may vote at a Board meeting only in the absence of the Director for whom he has been appointed an alternate, except that either Alternate Director may be an alternate for either Director selected by the District of Columbia.

Article III: Committees

1. Standing Committees. The Board shall have the following standing committees: Executive Committee; Finance and Budget Committee; Safety and Service Delivery Committee; Business Oversight Committee; and Capital and Strategic Planning Committee. To the extent possible, committees will not have overlapping jurisdiction. The Board Chair will resolve any questions about committee jurisdiction.

2. Executive Committee. The Executive Committee shall be responsible for enforcement of the Board's Code of Ethics and serving 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 for each such Officer with input from all members of the Board.

3. Finance and Budget Committee. The Finance 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 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 operating and capital budgets shall be as voted by the working group of the whole.

4. Safety and Service Delivery Committee. The Safety and Service Delivery 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 assure that employees and the public have accessible channels for reporting safety, crime and security concerns.

5. Business Oversight Committee.

a. The Business Oversight Committee shall be responsible for Board governance and oversight of legislative planning, governmental/jurisdictional relations and related communications strategies. 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. The Committee shall be responsible for conducting an orientation program for new Board members, and handling questions under the WMATA Compact.

b. The Business Oversight 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.

6. Capital and Strategic Planning Committee. The Capital and Strategic Planning 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 also 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.

7. Additional Committees. The Board Chair, with the concurrence of the Board, may appoint such other committees as he or she deems necessary or appropriate to carry out the mission of WMATA.

8. Composition.

a. Committees shall be composed exclusively of Directors and Alternate Directors. Each committee shall have four members, except for the Executive Committee, which shall consist of the Board Chair, Board First Vice Chair, Board Second Vice Chair and such additional members required to include a member from each Signatory and the federal government. Staff members, members of advisory bodies, consultants and other parties may be invited to make presentations at Committee meetings or participate in Committee discussions.

b. Each committee shall have a Committee Chair and Vice Chair. The Committee Chair shall be responsible for scheduling Committee meetings and setting agendas for those meetings. The Committee Chair may also appoint or dissolve subcommittees.

c. Committee membership and Committee Chairs and Vice Chairs shall be proposed by the Board Chair and voted on at the annual Board organizational meeting.

9. Committee Meetings. A quorum requires the presence of a majority of the Committee's members. A Director or Alternate Director may participate in any committee meeting by means of conference telephone or other communications equipment by means of which all persons participating therein can hear each other, and participation in a meeting by such means shall constitute presence in person at such meeting. Committee actions are recommendations to the Board and are to be placed on the Board agenda for consideration, but committee actions do not bind WMATA or its Board.

Article IV: Officers

1. Board Officers. The officers of the WMATA Board shall consist of a Board Chair, Board First Vice Chair and Board Second Vice Chair. Each Board officer shall hold office until his or her successor is elected and qualified or until his or her earlier resignation or removal.

2. Board Chair. The Board Chair shall serve as leader of the Board, ensuring that the Directors work effectively together to oversee WMATA's operations and make timely decisions about policies and resources in furtherance of WMATA's mission. The Board Chair shall set the agenda for meetings of the Board, call special and emergency Board meetings, lead Board meetings and serve as the sole public spokesperson for the Board. The Board Chair shall also serve as the liaison between the Board and the General Manager and shall be responsible for leading the annual performance reviews of the General Manager, Inspector General and the Secretary.

3. Board First Vice Chair. The Board First Vice Chair shall have such powers and duties as may be delegated to him or her by the Board Chair and shall be designated by the Board of Directors to perform the duties and exercise the powers of the Board Chair in the event of the Board Chair's absence or disability.

4. Board Second Vice Chair. The Board Second Vice Chair shall have such powers and duties as may be delegated to him or her by the Board Chair and shall be designated by the Board of Directors to perform the duties and exercise the powers of the Board Chair in the event of the absence or disability of both the Board Chair and the Board First Vice Chair.

5. WMATA Officers. The officers of WMATA shall consist of a General Manager; a Secretary; an Inspector General; a General Counsel; a Chief Financial Officer; a Treasurer; a Comptroller; and such other officers as may from time to time be created and appointed by the General Manager. All officers other than the Secretary and Inspector General shall be appointed by the General Manager. The Secretary and the Inspector General shall be appointed by the Board of Directors. The General Counsel shall be appointed by the General Manager subject to concurrence of the Board of Directors. No two offices may be held by the same person except that the offices of Treasurer and Chief Financial Officer may be held by the same person.

6. General Manager. The General Manager shall be the chief executive officer and the chief administrative officer of WMATA. The General Manager shall have responsibility for the operations, management and administration of WMATA. The General Manager shall perform all duties and have all powers that are commonly incident to the office of chief executive or that are delegated to him or her by the Board of Directors, including but not limited to the power to be the public spokesperson for WMATA. The General Manager shall report to the Board. The General Manager shall have general supervision and direction of all of the other officers, except the Secretary and the Inspector General as provided in these Bylaws, employees and agents of WMATA.

7. Secretary. The Secretary shall issue all authorized notices for, and shall keep minutes of, all meetings of the Board of Directors. He or she shall have charge of the corporate books, including but not limited to records of Board and Committee meetings, and shall perform such other duties as the Board of Directors may from time to time prescribe. The Secretary shall report to the Board.

8. Inspector General. Consistent with Article III, paragraph 9(d) of the WMATA Compact, the Inspector General provides independent and objective oversight of WMATA's activities to ensure the organization carries out its mission. The Inspector General is responsible for keeping the Board fully and currently informed about deficiencies in WMATA activities as well as the necessity for and progress of corrective action. The Inspector General shall head an independent office that conducts and supervises audits, program evaluations and investigations of WMATA activities; promotes economy, efficiency and effectiveness in WMATA activities; and detects and prevents fraud and abuse in WMATA activities. The Inspector General shall report to the Board.

9. General Counsel. The General Counsel shall be the chief legal officer of WMATA. The General Counsel shall meet from time to time with the Board to advise on significant legal matters affecting WMATA. The General Counsel shall report to the General Manager. The General Manager shall solicit input from the Board each year in preparing the General Counsel's performance appraisal and in setting performance goals.

10. Chief Financial Officer. The Chief Financial Officer shall be responsible for all financial matters of WMATA. The Chief Financial Officer shall report to the General Manager.

11. Removal. The General Manager, the Inspector General, and the Secretary may be removed only by the Board of Directors. All other WMATA officers may be removed by the General Manager.

Article V: Advisory Bodies

1. Generally. The Board shall regularly receive information and recommendations from the Accessibility Advisory Committee, the Riders' Advisory Council and such other advisory committees as it may establish.

2. Accessibility Advisory Committee. The Accessibility Advisory Committee shall provide the Board with reports and recommendations on accessibility for seniors and persons with disabilities.

3. Riders' Advisory Council. The Riders Advisory Council shall provide the Board with reports and recommendations on issues of concern to riders after seeking input from a broad range of riders on the quality of service to riders, WMATA's responsiveness to rider problems and concerns, and priorities for resources.

4. Access to Information. Advisory bodies shall have access to WMATA information other than information that is confidential or would be exempt from disclosure under the Public Access to Records policy. Advisory bodies shall have assistance from WMATA staff in accessing information provided that satisfying requests will not place an undue burden on the staff that would detract from accomplishment of their other assigned duties.

Article VI: Consultation with Public and Local Jurisdictions

1. Public Access to the Board. Board meetings shall be open to the public except when the Board is meeting in executive session.

2. Public Comments. At the discretion of the Chair, members of the public may provide oral comments at Board meetings, except when the Board is meeting in Executive Session. Members of the public may also submit comments to the Board at any time in writing. Any such comments should be submitted through the Secretary's office. The Secretary shall have responsibility for ensuring that Board members are informed about all comments received and shall provide information about relevant public comments received on matters on the agenda for a Board meeting prior to the meeting so that Board members have an opportunity to review the comments.

3. Public Hearings. The Board shall direct that public hearings be held prior to taking action on any of the following matters:

- a. Adoption of a mass transit plan or any amendments thereto;
- b. Raising any fare or rate; and
- c. Major service reductions.

The Board may direct that public hearings be held on other matters as it deems appropriate. Notice of any public hearing shall be provided to the general public at least 15 days in advance of any hearing, except that with respect to a hearing on adoption or amendment of a mass transit plan, notice shall be provided at least 30 days in advance of any hearing. WMATA staff shall coordinate with local officials and the Advisory Bodies, as appropriate, to ensure adequate notice. The notice shall be published in a newspaper of daily circulation through the area served by WMATA, and shall be published at least once a week for two successive weeks. The hearing officer in charge of the hearing shall be a Board Director or an officer or executive of WMATA who has been designated by the Board Chair.

4. Joint Coordinating Committee. The Joint Coordinating Committee (JCC) shall function as a forum for sharing views and information on key issues coming before the Board and to improve the quality of information for Board decisions. The JCC shall be composed of representatives appointed by the District of Columbia, Maryland, Virginia and the United States.

Approved October 26, 2017

The Board delegation of each government jurisdiction will work with its appointing authority and jurisdictional leaders to appoint at least four but no more than seven JCC members. The General Manager may also appoint members of WMATA staff to serve on the JCC as he or she deems appropriate. At least one week prior to each meeting of the Board, the JCC shall meet and be briefed by WMATA staff on the matters on the agenda for the Board meeting.

Article VII: Code of Ethics

The Board will comply with the Code of Ethics attached to these Bylaws as Attachment A.

Article VIII: Miscellaneous

1. Participation. Members of the Board of Directors, or any committee thereof, may participate in any meeting of the Board of Directors or such committee by means of conference telephone or other communications equipment by means of which all persons participating therein can hear each other, and participation in a meeting by such means shall constitute presence in person at such meeting.

2. Fiscal Year. WMATA's fiscal year shall run from July to June.

3. References to WMATA Compact. All references herein to the WMATA Compact are deemed to refer to the WMATA Compact as now in force or hereafter amended, and references to particular sections of the WMATA Compact are deemed to refer to similar or successor provisions hereafter adopted.

Article IX: Amendments

These Bylaws may be amended by a majority vote of the Board at a meeting for which notice has been provided as required under Article II of these Bylaws and at which a quorum is present consistent with the quorum definition under Article II of these Bylaws.

CODE OF ETHICS
FOR MEMBERS OF THE WMATA BOARD OF DIRECTORS

Article I: Policy and Scope

The Board and leadership of the Washington Metropolitan Area Transit Authority (“**WMATA**”) are responsible for fostering high ethical standards for WMATA and its officers and employees, thereby strengthening public confidence that WMATA's programs are conducted with impartiality and integrity. The Board adopts this Code of Ethics (“**Code**”) 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. If the Board determines that a Member has knowingly violated this Code, the Board may take appropriate action as specified herein.

This Code governs the conduct of all Members of the Board of Directors in all their activities relating to their positions as Board Members. It also applies to all individuals, corporations and other entities in their dealings with WMATA. This Code does not supersede or abrogate any laws, rules or regulations of the United States or of the Jurisdiction of the Members of the Board of Directors.

Article II: Board Members’ Fiduciary Duties

The WMATA Compact (“**Compact**”) § 4 establishes WMATA as a body corporate and politic and an instrumentality and agency of each of the signatory parties (District of Columbia, Maryland, and Virginia). As a result, Board Members owe fiduciary duties to WMATA and to their respective Jurisdiction.

A Board Member’s fiduciary duties include separate duties of loyalty, confidentiality, care and to avoid conflicts of interest and to earn and retain public trust through loyal, diligent, honest, faithful, and disinterested service.

A. Duty of Loyalty

Board Members shall act in the best interests of WMATA and their respective Jurisdiction in carrying out their duties as Members of the Board, rather than in the Member's interest or in the interest of another person or organization with which the Members are personally associated. Board Members also shall not engage in conduct that would bring discredit upon WMATA. Board Members owe their duties of loyalty to WMATA and to their respective Jurisdiction and not to any other person or organization.

B. Duty of Confidentiality

Board Members owe a duty of confidentiality to WMATA and to their respective Jurisdiction. Board Members shall keep confidential all matters involving WMATA that have not been disclosed to the public except as described herein. Members may disclose information

obtained in their capacity as Members (including information obtained in Executive Session) to the leadership of their respective Jurisdiction. Members are encouraged to advise the Board of any such disclosure of confidential information to the leadership of their Jurisdiction. Members should request that the leadership of their Jurisdiction treat disclosed confidential information in a manner consistent with its sensitive nature. Leaders of the Jurisdiction will use their discretion in treating the information in a confidential manner consistent with the sensitive nature of the information disclosed. Any information that includes an actual or prospective personnel action, personnel evaluation or any other personnel information the disclosure of which is restricted by applicable statute shall be disclosed only pursuant to agreement of the recipient to maintain the confidentiality of such information.

C. Duty of Care

Board Members owe a duty to their respective Jurisdiction to provide liaison continuously and comprehensively with regard to plans, policies, and actions requiring consideration in the planning for transit and in the development of planned transit facilities. Board Members shall make reasonable efforts to be diligent, attentive, and prudent, including giving due consideration of matters before making decisions for WMATA. Board Members shall exercise their duty of care in the interests of WMATA, their respective Jurisdiction and the public, and therefore consider the views and policies of public officials, government bodies, and other individual stakeholders during the decision-making process. Once a decision has been voted by the Board, Board Members shall work together to implement that decision.

D. Duty to Avoid Conflicts of Interest

Board Members shall avoid conflicts of interest or appearance thereof and place ethical principles and compliance with the law above private gain and personal interest inconsistent with their responsibility to WMATA and to their respective Jurisdiction. Regardless of whether specifically prohibited by this Code, Members shall endeavor to avoid conflicts of interest or the appearance of conflicts of interest, refrain from using their positions for personal profit or gain, or for any other personal advantage; refrain from the appearance of favored treatment to any person or entity; avoid compromising independence or impartiality; and avoid any other action that is likely to adversely affect the confidence of the public in the integrity of the Board or of WMATA.

Article III: Definitions

Capitalized terms in this Code are defined as follows:

A. “**Board Member**” or “**Member**” means a Director or Alternate of the Board of Directors of WMATA.

B. “**Business**” means a sole proprietorship, corporation, partnership, company, joint venture, association, joint stock company, or any other form of entity recognized by law that is engaged in trade, commerce, or the transaction of business, and any parent of a business entity.

A “parent of a business entity” owns or controls more than fifty percent (50%) of that entity (i.e., by value or voting power).

C. “**Business Associate**” means a person who is engaged with a Board Member in a venture expected to result in a benefit to the Board Member or any of the Board Member's Household Members in the form of money or other thing of value.

D. “**Financial Transaction**” means any arrangement from which a Business or individual anticipates receiving or transferring money or any other thing of value including, but not limited to, arrangements for purchase, sale, lease or other transfer or conveyance of any interest in real or personal property; construction or improvement of any facility or property; and procurement of services, both personal and consulting.

E. “**Gift**” means any gratuity, favor, discount, entertainment, hospitality, loan, forbearance, other item having monetary value, or similar consideration for which the recipient does not pay market value or that is not offered to the public generally. A gift therefore includes, but is not limited to, cash, a meal, merchandise, services, admission to a sporting event, admission to a theatrical, musical or other spectator event, admission to an event or activity in which persons are participants (e.g., a conference or golfing event), travel, transportation and lodging. It does not matter whether a gift is provided to the recipient in kind or in the form of a ticket, a payment in advance or a reimbursement of an expense that has been incurred; in all these cases, the benefit provided is considered a Gift.

F. “**Household Member**” means a Board Member’s spouse, domestic partner, any dependent child within the meaning of Section 152 of the Internal Revenue Code living in the Member’s household, and any other relative over whose financial affairs the Board Member has substantial legal or actual control.

G. “**Interested Party**” means any Business that has or is seeking a contract or agreement with WMATA or that otherwise has interests that can be directly affected by decisions or actions of WMATA.

H. “**Jurisdiction**” means the Signatories to the Compact (Maryland, Virginia and the District of Columbia), the bodies authorized by the Compact to appoint Board members, and the counties, cities and political subdivisions that Board Members represent.

I. “**Participate**” means vote, address, discuss, otherwise attempt to influence a decision of the Board of Directors or any action undertaken by WMATA staff.

J. “**Property**” means real property, including land, together with any structures improvements, and any rights on interests in land and/or improvements.

K. “**Prohibited Source**” means an Interested Party, Business or Individual whose interests may be substantially affected by the performance or non-performance of the Members’ duties, and a Business or individual offering a Gift because of the Member's position on the

WMATA Board of Directors. For the purposes of this definition, “Business” also includes the officers, employees and agents of the Business.

L. “**Substantial Interest or Duty**” means any of the following:

1. Ownership of Interest in a Business. Ownership interest (e.g., shares of stock or other securities) in a Business that exceeds three percent (3%) of the total equity of the Business, has a fair market value greater than \$15,000, or yields more than \$1,000 in annual income.

2. Ownership of Interest in Property. Ownership interest in Property that has a fair market value greater than \$15,000 or yields more than \$1,000 in annual income.

3. Ownership of Interest in or Employment by a Business Receiving Income from an Interested Party. Employment by or Ownership of Interest in a Business receiving revenues from an Interested Party of at least \$10,000 or three percent (3%) of the Business’s gross income for its current or preceding fiscal year, whichever is greater.

4. Income. Income in any form (whether or not deferred) from a Business or Property, including, but not limited to, wages, salaries, fringe benefits, interest, dividends, or rent that exceeds or may reasonably be expected to exceed \$1,000 annually. Income also includes potential income; for example, from an upcoming job or offer of employment with a Business.

5. Pledge or surety. Personal liability (incurred or assumed) on behalf of a Business that exceeds the lesser of three percent (3%) of the asset value of the Business or \$1,000.

6. Loan or debt. Personal indebtedness of \$1,000 or more to a Business, except a debt incurred in the ordinary course of business on usual commercial terms (e.g., a mortgage liability secured by a personal residence of the Member or the Member’s spouse; a loan liability secured by a personal motor vehicle, household furniture, or household appliances; a personal revolving line of credit or capital contribution loan liability; a debit, credit or other revolving charge account liability).

7. Personal Representation. Personally representing or providing professional services to a Business, including legal, audit, accounting, financial, and consulting services, regardless of the specific subject matter of the representation or amount of compensation received.

8. Fiduciary Duty. The duty owed to a Business by a director, officer or general partner of the Business, even without financial remuneration from the Business.

9. Imputed Interest. The financial and other interests in a Business or Property held by Household Members are imputed to the Member.

Exclusions. The following interests are excluded from “Substantial Interest or Duty”: checking or savings accounts; money market accounts and other demand deposits; government bonds; certificates of deposit; government employment; and diversified mutual funds, pension plans, employee benefit plans, trusts, estates and other similar funds, plans and entities administered by an independent party without participation by the Member or Household Members in the selection or designation of financial interests held by the fund, plan or entity.

Article IV: Conflicts of Interest

An Actual Conflict of Interest arises whenever a Member or Household Member has a Substantial Interest or Duty in:

- an Interested Party
- any other Business or Property that may realize a reasonably foreseeable benefit or detriment as a result of an action or decision of the Board.

An Apparent Conflict of Interest arises whenever a Member or Household Member has any other personal interest of which the Member is aware that could reasonably appear to conflict with the fair and objective performance of the Member’s official duties.

Article V: Resolving Conflicts of Interest

As set forth in this Article, Board Members shall resolve Actual Conflicts of Interest via recusal.

A. Recusal

1. Board Members with an Actual Conflict of Interest must recuse themselves from Participating in any matter in which they have an Actual Conflict of Interest.

2. Board Members will recuse themselves when Participating would otherwise violate this Code, such as decisions by the Board or WMATA to hire, appoint, employ or promote, or to enter into a Financial Transaction with a Relative of the Member under Article IX.B.2, or when Participating would violate a law to which they are subject.

3. Board Members will also recuse themselves from Participating in any matter in which they have an Apparent Conflict of Interest, unless the Member believes and publicly declares in the manner described below that the Member is able to participate in the matter fairly and objectively in the interest of WMATA notwithstanding the Apparent Conflict of Interest.

4. A Board Member will promptly notify the Board or Committee Chair before whom the matter is being considered of the recusal. The Board Member will also cause the Board's official records to reflect the Member's recusal from participating in the matter. The fact of the conflict and recusal shall be publicly announced at any meeting of the Board or a Committee at which the matter is considered.

5. A Member shall not at any time Participate in, attempt to Participate in, or discuss with other Members or WMATA personnel, any matter from which the Member is recused. (Members may, however, consult the Ethics Officer regarding compliance with the provisions of this Code at any time.) The Member may remain present for any public portion of a meeting at which the matter is considered, provided the Member does not remain at the Board or committee table or dais during the discussion and consideration. The Member may not attend any portion of an executive session closed to the public at which the matter is considered.

B. Declaration in Lieu of Recusal

If a Board Member believes that he or she is able to participate in a matter fairly and objectively in the interests of WMATA notwithstanding an Apparent Conflict of Interest, the Member may Participate in the matter after obtaining approval from the Chair of the Ethics Committee and making a Declaration. In the Declaration the Member shall explain: (1) the nature of the Member's personal interest in the parties or matter, and (2) why the Member is able to Participate in the matter fairly and objectively in the interest of WMATA. The Declaration will be effective upon concurrence by the Chair of the Ethics Committee. The presiding Chair will read the approved Declaration into the record at any meeting of the Board or a Committee at which the matter is considered prior to action being taken.

C. Facilitating Compliance with Conflicts of Interest Restrictions

In order to facilitate compliance with the conflict of interests provisions of this Code, the Board Secretary shall include in the materials mailed to the Board or Committee a list of Interested Parties and other Businesses or Properties that may be affected by a Board or Committee decision on matters scheduled for consideration at the upcoming meeting. Members are entitled to rely on the accuracy of information supplied to them by the Board Secretary pursuant to this subsection. Members shall review the information at the time it is supplied against their current holdings, and shall, as necessary, recuse themselves from participating in any matter in which they have a Conflict of Interests or, in the case of an Apparent Conflict of Interest, either recuse themselves or make a declaration regarding the matter.

Article VI: Restricted Interests

A. Board Members are prohibited from being “financially interested, either directly or indirectly, in any contract, sale, purchase, lease or transfer of real or personal property to which the Board or the Authority is a party.” Compact § 10.

B. Board Members and Household Members shall not knowingly have a Substantial Interest or Duty in an Interested Party during the Member's term of service.

Article VII: Gifts

A. Non-Solicitation

1. Board Members shall not, “in connection with services performed within the scope of [their] official duties, solicit or accept money or any other thing of value in addition to the compensation or expenses paid to [them] by the Authority.” Compact § 10.

2. Board Members shall not solicit a Gift from a Prohibited Source or from any WMATA employee, except when soliciting the general public by mass communication or other widely-distributed means that may incidentally be addressed to or include Prohibited Sources or WMATA employees.

B. Limits Upon Accepting Gifts

1. Board Members and Household Members may not accept a Gift from a Prohibited Source, except as specifically permitted by the exceptions set forth in Appendix 1 to this Code. In addition, Board Members and Household Members should not accept Gifts even though permitted by an exception, on such a frequent or regular basis that a reasonable person could be led to believe they are using their position with WMATA for personal gain or are not performing the duties of their position in an impartial manner.

2. Board Members may not designate, recommend or otherwise specify that a Gift be provided to or accepted by another Business or individual.

3. Members are encouraged to seek the Ethics Officer's advice when determining whether a particular offer may constitute a Gift that may not be accepted.

4. A Member who has received a Gift that may not be accepted under this Code shall do one of the following: pay the giver the Gift's market value; return the Gift to the giver; or in cases where returning the gift is impracticable, deliver the gift to the Ethics Officer, who will make proper disposition of it. Market value may be estimated by reference to the retail cost of similar items or services of like quality. The Ethics Officer should be consulted when estimating the market value of a gift. Subsequent reciprocation by the Member to the giver does not constitute payment of the market value of a gift.

Article VIII: Bona Fide Religious, Charitable and Political Contributions

Provided all other provisions of this Code are satisfied, a Member or Household Member may solicit bona fide religious, charitable and political contributions. A Member may accept such contributions only to the extent consistent with the law of the Board Member's Jurisdiction and where it cannot reasonably be inferred that the contribution is offered in an effort to influence the Member's action upon a WMATA matter or offered as a reward for the Member's action upon a WMATA matter.

Article IX: Use of Official Position

A. Use of Official Position

Board Members shall not use, nor give the appearance that they are using, their official position with WMATA in a manner inconsistent with their responsibilities to WMATA and their respective Jurisdiction. Board Members shall not:

1. Use their position with WMATA for their own personal financial gain, for the endorsement of any product, service or enterprise in which they have a Substantial Interest or Duty, or for the private financial gain of friends, relatives, or individuals or entities with which they are affiliated, including nonprofit organizations of which they are officers or members, or with which they have or are seeking employment or business relations;

2. Use or permit others to use information not generally available to the public obtained from WMATA through the Board Member's official position with WMATA to further the Substantial Interests or Duties of a Board Member, a Household Member, a Member's Business Associate, or any Interested Party;

3. Disclose or permit others to disclose to anyone outside WMATA other than to staff of their respective Jurisdiction information obtained through their official position with WMATA and not generally available to the public except where and to the extent necessary to fulfill the Board Member's Fiduciary responsibilities; provided, however, that disclosure of confidential information shall be made only in accordance with the terms of Article II (B);

4. Use WMATA property other than for authorized purposes, nor seek assistance from other WMATA personnel, while in duty status, to assist them in connection with business enterprises (including self-employment, home-based businesses, consulting, purchase or sale of real estate or other professional services) or personal matters (non-WMATA matters including a Board Member's social, religious or educational interests);

5. Offer money or anything of value for or in consideration of obtaining an appointment, promotion or privilege in their employment with the Authority (Compact § 10); or

6. Receive compensation from WMATA except for reimbursement for necessary expenses incurred incident to the performance of their duties, in accordance with and to the extent permitted under WMATA's expense reimbursement policies. Members are expected to exercise prudence when incurring expenses in connection with official duties.

B. Influence with Regard to Household Members and Relatives

1. No Member or Household Member shall be employed by WMATA during the Member's term of service. In addition, no Member, Household Member, or Business that is wholly or substantially owned or controlled by a Member or Household Member shall be a party to a contract with WMATA during the Member's term of service. For purposes of this section, a Business will be considered "substantially" owned or controlled if the Member or a Household

Member singly or in combination owns or controls more than fifty percent (50%) of the Business (i.e., by value or voting power).

2. A Member shall not Participate in a decision by the Board or WMATA management to hire, appoint, employ or promote, or to enter into a Financial Transaction with a Relative of the Member. "Relative" means a relation of the Member who is not a Household Member and is a: father, mother, grandfather, grandmother, non-dependent child, granddaughter, grandson, brother, sister, uncle, aunt, nephew, niece, father-in-law, mother-in-law, daughter-in-law, son in-law, sister-in-law or brother-in-law.

C. Post WMATA Service Restrictions

Board Members shall not, for a period of two years following the end of their term or effective date of their resignation, accept employment with any private third Party to work on a matter in which the Board Member has Participated. In addition, a Board Member, his or her Household Members or any Business that is wholly or substantially owned or controlled by that Member or his or her Household Member, shall not be a party to a contract with WMATA for two years following the conclusion of the Member's term of service. For purposes of this section, a Business is "substantially" owned or controlled if the Member or Household Member singly or in combination owns or controls more than fifty percent (50%) of the Business (i.e., by value or voting power).

Article X: Disclosures and Acknowledgements

A. Within thirty (30) days of assuming a position as a Member of the Board of Directors and annually on April 30 thereafter, each Board Member shall submit a disclosure statement to the Board Secretary ("Disclosure Statement"), using a form provided by WMATA. The Disclosure Statement shall include:

1. any Substantial Interest or Duty in an Interested Party, Business or Property held by the Board Member or Household Members at the time of filing, except for "Personal Representation" interests as defined in Article III section L part 7 of this Code;

2. any positions of employment held by the Member or Household Members during the prior calendar year, whether on a full- or part-time basis; and

3. any outside positions held by the Member or Household Members during the prior calendar year as a director, officer, general partner or trustee of any Business (including nonprofit, labor, governmental and educational organizations or institutions, although positions held in any religious, social, fraternal or political organization need not be disclosed).

B. Continuing Disclosure Obligation. Whenever a Member or Household Member acquires a disclosable Substantial Interest or Duty in an Interested Party, Business or Property not previously disclosed, the Member shall notify the Board Secretary, in writing, within ten (10) calendar days of the acquisition and its details, using a form provided by WMATA. Such statement shall be maintained with the Member's most recent Disclosure Statement.

C. Disclosure of Gifts. Members shall disclose to the Board Secretary, using a form provided by WMATA, any Gift solicited or accepted from a Prohibited Source by the Member or a Household Member pursuant to an applicable exception of this Code. Gifts shall be disclosed in writing at the time of solicitation or acceptance (or as soon as possible thereafter). The disclosure shall briefly describe the Gift, state its value and identify its source. Gift disclosures shall be maintained by the Board Secretary for compilation and filing with each Member's Annual Disclosure Statement.

D. Disclosures will be submitted to the Board Secretary. The Board Secretary will review each disclosure for completeness, and request the Board Member to provide any incomplete information. The Board Secretary will provide each completed disclosure to the Ethics Officer for review and for a determination of whether the disclosure presents a Conflict of Interest. The Ethics Officer will notify the Board Member who submitted the disclosure of any conflicts and provide five (5) business days to resolve them. If the conflict is timely resolved or if there are no conflicts, the Ethics Officer will return the disclosure form to the Board Secretary. If a conflict remains unresolved after five (5) business days, plus any extension granted in the Ethics Officer's sole discretion, the Ethics Officer will provide the disclosure form to the Board Secretary, who will transmit it to the Ethics Committee for consideration, recommendation and subsequent Board action.

E. Acknowledgement of Fiduciary Duties and Responsibilities. Immediately upon being sworn in as a Member of the Board of Directors, and annually on April 30 thereafter, each Board Member shall submit a form provided by WMATA acknowledging the Board Member's understanding of his or her fiduciary obligations to the Authority to the Board Secretary.

F. Acknowledgement of Ethics Obligations. The Ethics Officer will provide Members with a copy of this Code upon assuming their position as Member. Within thirty (30) days of receiving the Code, Members shall provide the Ethics Officer with a written acknowledgement that they have read and will comply with the Code.

G. All statements required by this section shall be available for public review in the office of the Board Secretary.

Article XI: Other Reports of Conflicts of Interest and Suspected Ethics Violations

A. The WMATA Joint Development Policies and Guidelines require Parties to report suspected violations and potential Conflicts of Interest (Actual or Apparent). These statements shall be used to facilitate Board Member compliance with this Code.

B. Board Members shall disclose to the Ethics Officer any suspected violations of this Code.

C. Any person may report suspected violations of this Code or potential Conflicts of Interest (Actual or Apparent). Such reports: (1) must be made in writing, (2) must involve conduct in the capacity as a member of the WMATA Board, and (3) should be materially related

to a violation of this Code, law, rule, regulation or duty, as opposed to a complaint about a policy or a matter of judgment. The report shall be submitted to the Ethics Officer and may be made anonymously.

D. The Ethics Officer shall conduct a preliminary investigation of all such suspected violations and potential Conflicts of Interest (Actual or Apparent), and report to the Ethics Committee, including a recommendation for or against further action based on the preliminary investigation. The Ethics Committee shall review all reports and recommendations received from the Ethics Officer and may conduct further inquiry or refer any matter to the Board of Directors for further action as the Committee deems appropriate. The Ethics Committee may also direct the Ethics Officer to attempt to resolve the matter consistent with the process for Board Member disclosures. If the matter remains unresolved after five (5) business days, plus any extension granted in the Ethics Officer's sole discretion, the Ethics Officer will so report to the Ethics Committee. The Ethics Officer will provide a copy of all reports to the Board Secretary.

Article XII: Ethics Officer

A. The Ethics Committee shall designate a WMATA employee to serve as the Ethics Officer, who shall continue in that position until the designation is rescinded by the Ethics Committee.

B. The Ethics Officer is charged with fostering the highest ethical standards for WMATA and its Board Members and employees, thereby strengthening public confidence that the business of WMATA is conducted with impartiality and integrity. Specifically, the Ethics Officer is responsible for:

1. distributing copies of this Code to Members;
2. reviewing disclosures submitted by Members;
3. receiving allegations of violations of this Code, conducting preliminary investigation into all such allegations, and reporting all allegations to the Ethics Committee with a recommendation for or against further action based on the preliminary investigation;
4. advising Members, the Ethics Committee and Board about the application of this Code to specific questions or situations presented by Members, and providing written opinions of the resolution of an Actual or Apparent Conflict of Interest; and
5. arranging for the preparation and delivery of ethics training materials and sessions; and
6. serving as primary support staff to the Board's Ethics Committee (see Article XIII).

C. Ethics Opinions

1. Board Members may request a written opinion from the Ethics Officer regarding the application of this Code to specific questions or situations that they encounter. The Chair, First Vice-Chair or Ethics Committee may request an opinion regarding the application of this Code to specific questions or situations regarding other Members that are properly before them. Requests for written opinions will include a full and accurate disclosure of all material facts.

2. No Board Member shall be found to have violated this Code if the alleged violation followed from good faith reliance on a written opinion from the Ethics Officer that was made after a full and accurate disclosure by the Member of all material facts.

D. Ethics Officer Investigations

In reviewing disclosure forms or preparing an opinion, the Ethics Officer may conduct whatever investigation of the facts the Officer deems necessary. Board Members will cooperate fully with the investigation. If such investigation reveals conduct that may be criminal in nature, the Ethics Officer shall cease investigation of such conduct, report it to the WMATA Inspector General and so advise the Board Chair and Board Secretary.

E. Role of General Counsel

The Ethics Officer shall consult with WMATA's General Counsel, as necessary, in connection with carrying out the above-described duties.

Article XIII: Ethics Committee

A. Formation

The Executive Committee will serve as the Ethics Committee. The Board Chair will serve as the Chair of the Ethics Committee, or in his or her discretion, designate another member of the Ethics Committee to serve as Chair. In matters involving the Board Chair, the First Vice Chair will perform these duties. An Ethics Committee member who is unable to fulfill his or her duties on the Committee due to an Actual or Apparent Conflict of Interest (“**Conflicted Member**”) may not designate his or her own replacement; instead the Conflicted Member will so inform the Chair of the Ethics Committee, who will select a replacement. The Chair, after consulting with the other Board Members from the Jurisdiction of the Conflicted Member and other members of the Ethics Committee, will select a replacement representing the same Jurisdiction as the Conflicted Member, provided there is a member from that Jurisdiction who can fulfill the responsibilities of a member of the Ethics Committee (e.g. does not have a conflict).

B. Quorum and Meetings

Four members of the Ethics Committee, consisting of at least one member representing each Signatory, constitute a quorum. The Ethics Committee will meet in and follow the procedures for Executive Sessions, except that attendance is limited to the members of the Ethics Committee, the CEO, the Ethics Officer and persons the Ethics Committee deems necessary for the discussion.

C. Consideration and Recommendation by the Ethics Committee

1. Consideration of a Matter by the Ethics Committee

The Chair of the Ethics Committee will promptly schedule an executive session to consider matters before it, and notify the Ethics Officer and affected Board Member(s) of the session. If the matter is resolved prior to the scheduled executive session, such as by the affected Board Member resolving an Apparent Conflict of Interest, the session will be canceled.

A Member whose alleged conduct is the subject of Board review shall be given notice and an opportunity to be heard in writing and in person, either directly or through a representative. The Ethics Officer will attend the session to provide guidance.

The Ethics Committee shall obtain outside counsel whenever the interests of WMATA and a Board Member diverge; in making this determination and selection, the Ethics Committee will consult with the General Counsel. During its proceedings, the Ethics Committee may refer specific issues for external investigative assistance.

The Ethics Committee will cease its proceedings at any time it determines that the matter has been resolved and no longer presents an issue to be considered under this Code.

2. Ethics Committee Recommendation

If the matter is not resolved by the Ethics Committee, the Ethics Committee will request a formal written opinion from the Ethics Officer and include it as part of its written recommendation to the Board. The Committee's recommendation for action upon the matter will be based on all evidence presented to it, including evidence provided by the affected Board Member; guidance from the Ethics Officer, including formal written opinion(s); consideration of this Code; and any other findings and deliberations. The Chair will ensure Committee's recommendation is placed on the agenda for the next regularly-scheduled Board public session.

D. Board Action Upon Ethics Committee Recommendation

The Board will consider in public session the Committee's recommendation. The Board may direct further proceedings by the Ethics Committee or request additional guidance from the Ethics Officer. The Board will make a written determination, including findings of fact and conclusions of law, of whether there is a Conflict of Interest or other ethics violation. The determination shall be maintained by the Board Secretary and be made publicly available.

E. Sanctions

1. If the Board determines that a Member has knowingly violated this Code or a related applicable law, the Board shall confer with the Member's appointing authority to consider what action they determine to be appropriate, which may include but is not limited to any or all of the following: issuing a public reprimand; directing involuntary recusal; removal from positions held on Committees; giving written notice of the violation to the Member's appointing authority; submitting a request to the Member's appointing authority that the Member be removed; any other appropriate action regarding the Member; and appropriate action regarding any contract or agreement that is related to the violation (e.g. voiding or canceling a contract), to the extent permitted by law.

2. Any Board Member who willfully violates any provision of Compact § 10, "Conflict of Interest," shall, as specifically set forth in § 10(b) and at the discretion of the Board, forfeit the Board Member's position with WMATA. The Board shall confer with the Board Member's appointing authority when exercising its discretion in this part, and a Board Member may be removed or suspended from office only as provided by the law of the Member's Jurisdiction. The Board shall provide the Board Member notice and an opportunity to be heard, in writing and in person, directly or through counsel, before taking official action to cause the Board Member to forfeit the position.

3. Any Financial Transaction to which WMATA is a party, made in contravention of Compact § 10, may be declared void by the Board. The Board shall provide notice and an opportunity to be heard, in writing and in person, directly or through counsel, to any Business whose Financial Transaction with the Board or WMATA is considered to contravene these sections before taking action to void the transaction.

4. The Board may seek guidance from the Ethics Officer or General Counsel regarding appropriate sanctions.

Article XIV: Interpretation and Training

A. The Board is responsible for enforcing this Code. It may seek general guidance regarding interpretation of the Code from the Ethics Officer.

B. The Ethics Officer will arrange for all Members to receive in-person ethics training and accompanying training materials within four weeks of the start of their term and thereafter on an annual basis.

Article XV: Severability

The provisions of this Code shall be severable and if any phrase, clause, sentence or provision is declared invalid, the validity of the remainder shall not be affected thereby.

Article XVI: Effective Date; Duration; Amendment

This Code shall become effective when adopted by the Board and shall remain in effect unless and until amended or revoked by the Board in accordance with § 8 of the Compact. The Ethics Officer, in consultation with the Board Secretary and General Counsel, shall review this Code on an annual basis and report to the Board regarding any recommendations for amending the Code or its implementing policies and procedures.

APPENDIX 1
TO CODE OF ETHICS OF THE WMATA BOARD OF DIRECTORS

EXCEPTIONS TO RULE AGAINST ACCEPTING GIFTS

1. Gifts of \$25 or Less. Board Members and Household Members may accept a Gift other than cash of \$25 or less, so long as the aggregate market value of individual Gifts a Board Member or Household Member receives from the same Prohibited Source in a calendar year does not exceed \$50. If the market value of a Gift exceeds \$25 (or the aggregate market value of multiple gifts exceeds \$50), a Member may not pay the excess value over \$25 (or \$50) in order to accept the gift.

2. Personal Gifts. Board Members and Household Members may accept a Gift that is given under circumstances that make it clear that the Gift is motivated by a personal friendship or family relationship rather than the position of the Board Member. Relevant factors in deciding whether a Gift is motivated by a personal friendship or family relationship include the history of the friendship or relationship, and whether the cost of the gift is paid by the individual with whom the friendship or relationship exists or by the individual's employer.

3. Widely Attended Gatherings. Board Member and Household Members may accept a gift of free attendance at a widely attended gathering or any portion of such an event that is open or part of a regularly-scheduled program. A gathering is not widely attended, open or part of the regularly-scheduled program if it is, for example, by invitation only or focused on a particular business rather than transit more generally.

Free attendance to a widely attended gathering may include the provision of food, refreshments, entertainment, instruction and instructional materials, each of which is furnished to all attendees as an integral part of the gathering. Free attendance may not include the provision of travel or lodging.

4. Speaking Engagements and Events. Board Members and Household Members may accept free attendance from the sponsor of an event at which they are speaking, presenting information or otherwise participating on behalf of WMATA. Free attendance may include food, refreshments and entertainment furnished to all attendees as an integral part of the event. Participation in the event on the day of the Board Member's or Household Member's participation is viewed as a customary and necessary part of the performance of their positions and does not constitute a Gift.

5. WMATA-Sponsored Events. Board Members and Household Members may accept free attendance to an event that is sponsored solely by WMATA to recognize one or more Authority officers or employees or a WMATA achievement or milestone, or that is sponsored, in whole or in part, by WMATA to raise funds for a charitable organization or cause. Free attendance to such an event may include the provision of food, refreshments and entertainment.

6. Gifts to Household Members. Household Members may accept a Gift that results from the business or employment activities of the recipient, and it is clear from the circumstances that the gift is not being offered or given because of the Board Member's position with WMATA.
7. Prizes. Members may accept a gift that is a prize given to successful competitors in competitive contests or events or to persons based upon random drawings (including door prizes given randomly). Members may accept a gift, not addressed in the prior sentence, that is provided as a favor or in recognition of attendance to all attendees at a widely attended gathering or at an event identified in paragraph (4) or (5), so long as the value of the gift is less than \$25.
8. Gifts to WMATA. A Member representing or acting on behalf of WMATA may accept and use gifts of property for WMATA. Property accepted under this section and proceeds from that property must be used, as nearly as possible, under the terms of the gift, if any. These include: (a) ceremonial gifts given to Members (e.g., by representatives of governmental units) while serving as a representative of WMATA that are accepted on behalf of WMATA; and (b) gifts of food or refreshments provided Members at events they are attending as representatives of WMATA, where it is clearly in the interest of WMATA that it be present at the event through one or more official representatives. In the case of ceremonial gifts, Members are to turn the gifts over as soon as practicable to the Ethics Officer for disposition.
9. Approved Gifts. The Ethics Committee may, in an open public meeting, approve a Member's acceptance of a gift not otherwise falling within one of the foregoing exceptions if it determines that the acceptance would not be detrimental to the impartial conduct of the business of WMATA.