

2025 Annual Board Ethics Training



Annual Board Ethics Training
Washington Metropolitan Area Transit Authority
November 6, 2025

Agenda



1. Fiduciary Duties

2. Conflicts of Interest

3. Gifts

4. Disclosures

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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, Article III, Section 4**
- **“As a result, Board Members owe fiduciary duties to WMATA and to their respective Jurisdiction.” Code of Ethics, Article II**

Fiduciary Duties

- **Duty of Loyalty**
- **Duty of Care**
- **Duty of Confidentiality**
- **Duty to Avoid Conflicts of Interest**

Duty of Loyalty

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



Duty of Care

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



Duty of Confidentiality

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



Duty to Avoid Conflicts of Interest

Definition	Examples
Avoid any action that would diminish the public’s confidence in the integrity of the Board or WMATA	<ul style="list-style-type: none">• Using Board position for favored treatment of any person or entity• Using Board position for personal gain• Soliciting or accepting gifts, money, or any other thing of value in connection with Board Member service



What is a Conflict of Interest?

- **A conflict could compromise Board Member's ability to perform their duties fairly and objectively**
- **Board Member's Substantial Interest in or Duty to an Interested Party could create a conflict**

Resolving Conflicts of Interest

Action	Approval	Participate in Board Action
<ul style="list-style-type: none">• Recusal• Declaration	<ul style="list-style-type: none">• None; Notify Chair(s)• Ethics Officer Recommendation & Board Approval	<ul style="list-style-type: none">• 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 allow accepting certain gifts (Appendix 1)**
- **Household Members**
- **Disclosure**

Disclosures

- **Annual Disclosure Statement**
- **Continuing Disclosure Obligation**
- **Gift Disclosure**

Scenario 1

When I submitted my disclosure, my spouse was a partner at a law firm. She has since left that firm and started her own practice. Do I need to update my disclosure?

Scenario 2

A Metro vendor has invited me to attend a charity gala. The vendor purchased a table and the cost per ticket is \$400. May I attend the charity gala?

Best Practices

