



# Board Document

OVERVIEW			
<b>PRESENTATION NAME</b>	Annual Board Ethics Training	<b>DOCUMENT NO.</b>	300072
<b>ACTION OR INFORMATION</b>	Information		
<b>STRATEGIC TRANSFORMATION PLAN GOAL</b>	Service excellence; Talented teams; Regional opportunity and partnership; Financial Stewardship and Resource Management;		
<b>RESOLUTION</b>	No		
EXECUTIVE OWNER			
<b>EXECUTIVE TEAM OWNER</b>	Lee, Patricia Y.;		
<b>ORGANIZATION</b>	Legal and Compliance		
<b>DOCUMENT INITIATOR</b>	Laurie A. Hand		
OTHER INFORMATION			
<b>COMMITTEE</b>	Board/Board Office Only	<b>COMMITTEE DATE</b>	11/6/2025
<b>PURPOSE/KEY HIGHLIGHTS</b>	To provide ethics training for board members.		
<b>DISCUSSION</b>	Article XIV of the Code of Ethics for Members of the WMATA Board of Directors requires the Ethics Officer to provide annual training for all board members.		
<b>INTERESTED PARTIES</b>	None		
	Next annual ethics training in 2026.		



# Board Document

<b>RECOMMENDATION/NEXT STEPS</b>	
<b>FUNDING IMPACT</b>	None.

# 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**

## **Annual Board Ethics Training**

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

# Duty of Care

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

# Duty of Confidentiality

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

# Duty to Avoid Conflicts of Interest

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

# 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



# 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

