

**Introductory Statement of  
Corbett A. Price, Chair, Governance Committee  
WMATA Board of Directors**

**Governance Committee Meeting  
September 22, 2016**

Over the past ten years, WMATA has had four detailed reviews of Board governance – three from outside organizations and one from an external advisor engaged by the Board. All of the reviews have made recommendations to improve the effectiveness of the Board’s governance. In response to these recommendations, the Board has made some changes around the margins.

The Board has engaged yet another advisor, the Jones Day law firm, to conduct a thorough and comprehensive review of the Board’s governance. It has recommended significant changes to improve the effectiveness of the Board. In light of the many challenges that Metro is facing, and the intense public scrutiny of its operations, I believe that it is time for the Board to take a bold step forward and adopt the changes recommended by Jones Day. The Board should pursue a streamlined approach to governance as envisioned in the Compact.

There are three fundamental changes the Board should adopt to enhance the effectiveness of its decision making. First, our Bylaws should be in line with modern best practices for an organization as large and complex as WMATA. The Bylaws should provide a clear, focused comprehensive description of the roles of the Board and officers and the rules for taking action. Second, we should bring the Code of Ethics for the Board in line with the model that the Board intended to adopt. Third, we should improve our Board orientation and inventory of governance documents so that new Board members can quickly understand how our Board governance works and can have questions answered efficiently. Board governance is fundamental to achieving WMATA’s mission.

I look forward to our discussion about moving this Board forward.

Washington Metropolitan Area Transit Authority

## Board Action/Information Summary

☐ Action ☒ Information

MEAD Number:  
201788

Resolution:  
☐ Yes ☒ No

### TITLE:

Bylaws and Code of Ethics - Proposed Revisions

### PRESENTATION SUMMARY:

Strategic Advisor's recommended revisions to Board Bylaws and Code of Ethics.

### PURPOSE:

Governance Committee review of proposed revisions to the Board's Bylaws and Code of Ethics.

### DESCRIPTION:

Every year, the Board undertakes a review of its Bylaws, Procedures and Code of Ethics. As a results of this review, the Board will be asked to approve revisions to the Bylaws, Procedures and Code of Ethics.

### Key Highlights:

- The Board contracted the services of a strategic advisor firm to provide expertise and advice regarding orgaizational initiatives, financial and operational business processes, change management, crisis management, and public relations management.
- The strategic advisor was tasked with reviewing WMATA's corporate structure, the Board's governance structure and related governing document including the Bylaws, Pocedures and Code of Ethics.
- After an in-depth review and analysis, the strategic advisor will present recommendations for revisions to the Bylaws and Code of Ethics for Governance Committee consideration.

### Background and History:

In January 2016, the Board contracted the services of a strategic advisor to provide expertise and advice regarding organizational initiatives, financial and operational business processes, change management, crisis management, and public relations management. The strategic advisor was tasked with reviewing the Board's governance structure and related governing documents including the Bylaws, Procedures and Code of Ethics.

**Discussion:**

After an in-depth review and analysis, the strategic advisor firm will present its recommendations for revisions to the Bylaws and Code of Ethics for Governance Committee consideration.

**FUNDING IMPACT:**

Informational item. No impact on funding.

Project Manager:	Patricia Lee/Jennifer Ellison
Project Department/Office:	COUN/SECT

**TIMELINE:**

<b>Previous Actions</b>	July 2014 - Board Bylaws revised  September 2015 - Board Procedures revised with new committee assignments  June 9, 2016 - Board Procedures revised with new committee assignments
<b>Anticipated actions after presentation</b>	October 2016 - Governance Committee will consider adopting revised governing documents.

**RECOMMENDATION:**

No recommendation - information item only.



# Strategic Advisor's Review and Recommendations on Governance

• Presentation to Governance Committee  
of WMATA Board

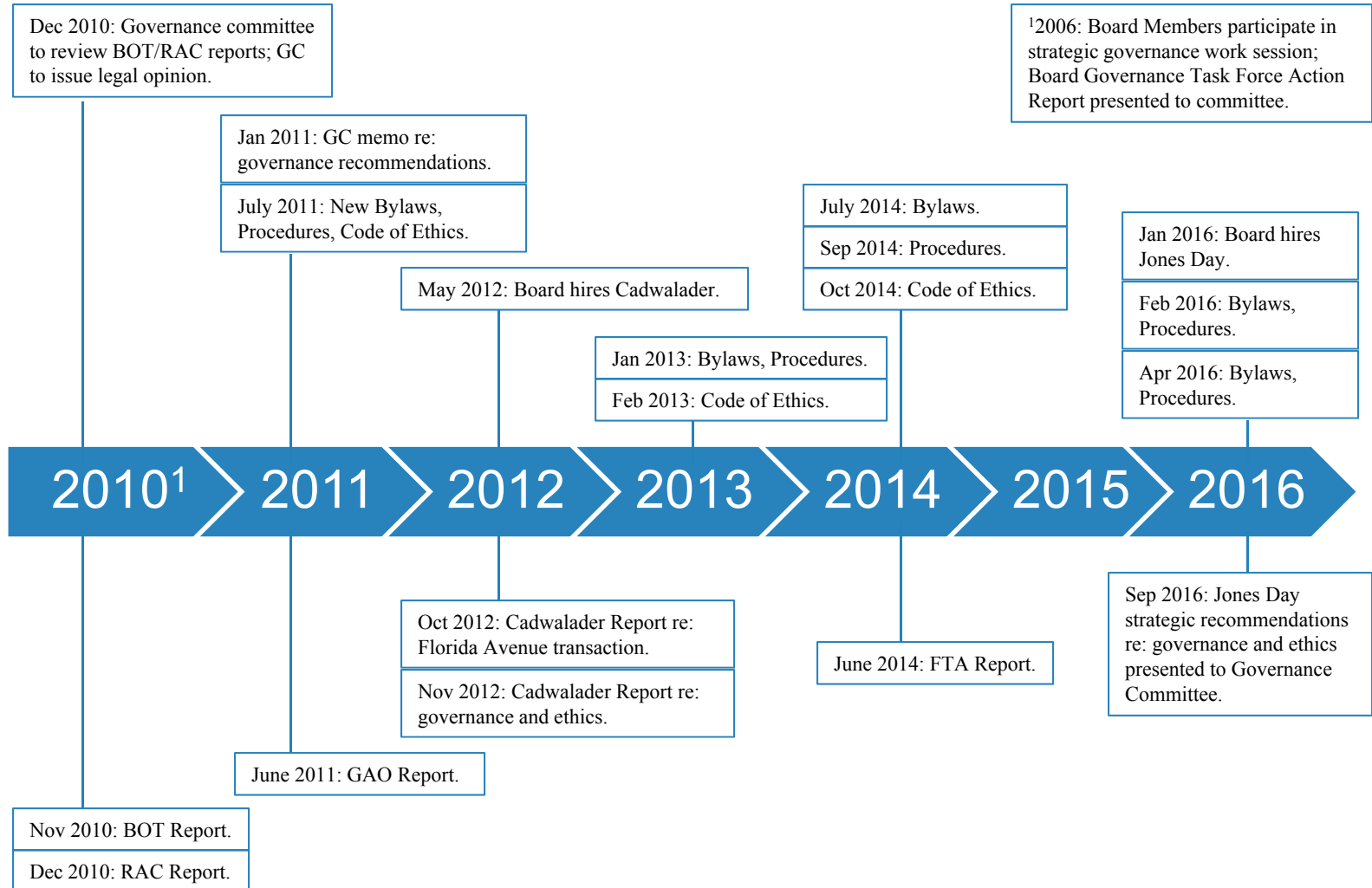
• Jones Day  
September 22, 2016



# Scope of Review

- Why Governance? It has a fundamental effect on WMATA's ability to operate and achieve its mission.
- Scope of Review:
  - Compact, Bylaws and inventory of Board resolutions relevant to governance
  - Other governance reviews performed in past ten years
  - Studies of governance of other transit agencies
  - Met with Strategic Advisor Task Force for feedback on possible changes to governance

# Timeline of Governance Review



# Moving from Review to Action

- Multiple reviews conducted over a ten year period reach similar conclusions about issues and challenges.
  - Jurisdictional Veto
  - Responsibilities of Alternates
  - Clarity on Roles and Responsibilities
- Some of these issues are not within the Board's authority to address under the Compact.
- There are actions the Board can take to make governance more effective.

# Recommendation 1: Adopt Revised Bylaws

- Adopt Revised Bylaws to improve Board effectiveness and streamline governance documents.
  - This will not result in any dilution of Board or Officer authority.
- Reaffirm Board's role as "Policy and Oversight" and General Manager's Role as "Operations and Administration."
- Clear, focused, comprehensive descriptions for Board and officers of roles, rules for taking action, relationship with jurisdictions and official advisory bodies, application of Code of Ethics, and mechanism for amendment.
- Bylaws should be self-explanatory so that reader can readily understand governance and mechanism for decisionmaking.



# Revised Bylaws – Illustrative Changes

- Changes to Conform to Bylaws “Best Practices”:
  - Add list of WMATA officers and description of roles.
  - Include provisions on Board Members re: appointment, removal, and terms.
- Changes to Improve Effectiveness
  - Confirm Board Member ability to participate in Board and Committee meetings remotely by electronic means.
  - Confirm ability to send notice of meetings electronically.
  - Give Board ability to subsequently ratify meeting agendas to reflect additional matters or topics actually discussed.
  - Reallocate responsibility for overseeing officer performance reviews to appropriate Committees.

## Recommendation 2: Adopt Revised Code of Ethics

- Adopt Revised Code of Ethics to realize Board's earlier attempt to adopt, to the greatest extent practicable, MWAA Code of Ethics.
- Focus specifics to be consistent with MWAA model as intended (e.g., definition of Household Member).
- Revise to enable changes to disclosure forms without need to modify Code of Ethics.
- Further comparison to federal ethics rules could identify additional changes.

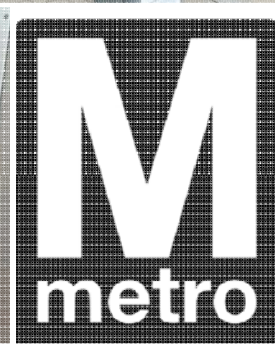
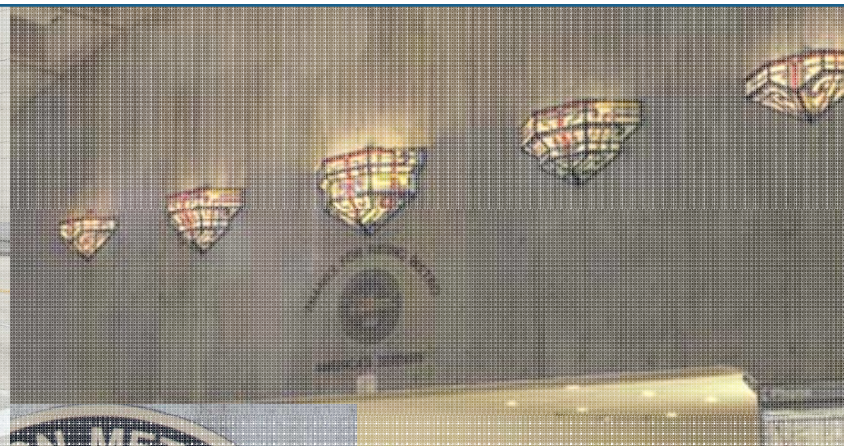
## **Recommendation 3: Improve Effectiveness of Governance Support Function**

- Organize inventory of governance documents.
  - Subject matter index
  - Better tracking of changes and delegations
  - Organize policies/procedures in system of manuals
- Board Secretary's office to consult General Counsel's office on document management to ensure appropriate response to inquiries.
- Refocus Board orientation on fundamentals of governance.
  - Review governance structure and mechanisms
  - Emphasize role of Board relative to General Manager
  - Describe committees and their functions
  - Review Code of Ethics

# Revisions to the Compact are Critical

- Compact establishes two different models of governance simultaneously: legislative model where Board Members represent their appointing jurisdictions in decisionmaking and corporate model where Board makes decisions on policy and exercise oversight as fiduciaries for the corporation.
- Optimize governance by adopting a single clear model.





# Discussion





**WMATA: Side by Side Comparison of Existing and Draft Revised Bylaws**

<b>TOPIC</b>	<b>EXISTING BYLAWS</b>	<b>DRAFT REVISED BYLAWS</b>
<b>Mission of WMATA</b>  Existing authority: <ul style="list-style-type: none"> <li>Bylaws</li> </ul>	It is the mission of WMATA to operate and maintain a safe, reliable and effective transit system.  <i>Bylaws, Article I</i>	Same.  <i>Revised Bylaws, Article I</i>
<b>Board Responsibilities</b>  Existing authority: <ul style="list-style-type: none"> <li>Bylaws</li> </ul>	Board is primarily responsible for policy, financial direction, oversight, and WMATA's relationships with its customers, jurisdictional partners, and signatories. Identifies key Board responsibilities.  <i>Bylaws, Article II</i>	Same, but eliminates detail on key responsibilities.  <i>Revised Bylaws, Article II, 1</i>
<b>Board Composition</b>  Existing authority: <ul style="list-style-type: none"> <li>Compact</li> </ul>	Not covered in existing Bylaws. Compact provides for 8 directors (two for each signatory and two for federal government) and an "alternate" for each director.  <i>Compact, ¶ 5(a)</i>	The Board shall have the members specified under Compact, ¶ 5.  <i>Revised Bylaws, Article II, 2</i>
<b>Director Selection</b>  Existing authority: <ul style="list-style-type: none"> <li>Compact</li> </ul>	Not covered in existing Bylaws. Compact provides that appointing bodies are the Northern Virginia Transportation Commission; the Council of the District of Columbia, the Washington Suburban Transit Commission, and the U.S. Secretary of Transportation.  <i>Compact, ¶ 5(a)</i>	Each Director shall be appointed as specified under Compact, ¶ 5.  <i>Revised Bylaws, Article II, 3</i>
<b>Director Terms</b>  Existing authority: <ul style="list-style-type: none"> <li>Compact</li> </ul>	Not covered in existing Bylaws. Compact provides that each Director for Virginia and Maryland shall serve coincident to term on appointing body.  <i>Compact, ¶ 5(a)</i>	Each Director for Virginia and Maryland shall serve coincident to the term on appointing body, as specified under Compact ¶ 5, and DC and the federal government shall determine the terms of their respective directors.  <i>Revised Bylaws, Article II, 4</i>
<b>Director Removal</b>  Existing authority: <ul style="list-style-type: none"> <li>Compact</li> </ul>	Not covered in existing Bylaws. Compact provides that a Director from a signatory may be removed or suspended from office only as provided by the law of the signatory.	As specified under Compact ¶ 5, a director may be removed only by the governmental entity that appointed him.

TOPIC	EXISTING BYLAWS	DRAFT REVISED BYLAWS
	<i>Compact, ¶ 5(a)</i>	<i>Revised Bylaws, Article II, 5</i>
<b>Meeting Schedule</b>  Existing authority: <ul style="list-style-type: none"> <li>Bylaws</li> </ul>	Board shall meet monthly on the fourth Thursday of each month.  <i>Bylaws, Article VIII, A</i>	Same, but option to switch to “monthly” to provide for more flexibility.  <i>Revised Bylaws, Article II, 6(a)</i>
<b>Special/Emergency Meetings</b>  Existing authority: <ul style="list-style-type: none"> <li>Bylaws</li> </ul>	Board may vote to hold or Board Chair may call a special or emergency meeting of the Board.  <i>Bylaws, Articles VIII, XI</i>	Same.  <i>Revised Bylaws, Article II, 6(b)</i>
<b>Notice</b>  Existing authority: <ul style="list-style-type: none"> <li>Bylaws</li> </ul>	Notice of meetings shall be provided on the WMATA internet site and, for special meetings not an emergency, to Board members at least 48 hours in advance.  <i>Bylaws, Article VIII, C, D</i>	Same, with addition that written or electronic notice be sent to Board members at least 48 hours in advance of both monthly and special meetings. For emergency meetings, notice may be provided in any form reasonably expected to reach each Director and must be posted on the WMATA internet site.  <i>Revised Bylaws, Article II, 7</i>
<b>Quorum</b>  Existing authority: <ul style="list-style-type: none"> <li>Bylaws</li> <li>Compact</li> </ul>	A quorum requires the presence of four voting Board members (one from each signatory). An alternate is a voting member in the absence of the corresponding principal Board member, except that either alternate from D.C. is a voting member if either principal from D.C. is absent.  <i>Bylaws, Article VIII, B</i> <i>Compact, ¶ 8(a)</i>	Same, but language specifying when alternates count toward a quorum is moved to separate section. Directors and Alternate Directors may participate in any meeting by conference telephone or other communications equipment, and such participation shall constitute presence in person at the meeting.  <i>Revised Bylaws, Article II, 8</i>
<b>Executive Session</b>  Existing authority: <ul style="list-style-type: none"> <li>Bylaws</li> </ul>	Board may meet in executive session to discuss illustrative list of “topics.” An executive session shall be regularly scheduled for each Board meeting, and the agenda shall be made available to the public. The Board may call an executive session by public action, and the Board Chair may call an executive session when the Board is not in session.  <i>Bylaws, Article X</i>	Same, but eliminates list of illustrative “topics” for discussion in executive session, and acknowledges ability to issue updated agenda to reflect additional topics discussed following executive sessions.  <i>Revised Bylaws, Article II, 9</i>

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<b>Action of the Board</b>  Existing authority: <ul style="list-style-type: none"> <li>• Bylaws</li> <li>• Compact</li> </ul>	Board shall take action by a vote of a majority of the Directors present at a meeting at which a quorum is present, which majority shall include at least one Director from each signatory. However, a plan of financing or mass transit plan may be adopted, altered, revised, or amended by the unanimous vote of the Directors from two signatories. All Board Members must give advance notice of intent to invoke the “jurisdictional veto” and attempt to resolve disputes over proposed actions prior to invoking it.  <i>Bylaws, Article VIII, G, H</i> <i>Compact, ¶ 8(a)</i>	Same.  <i>Revised Bylaws, Article II, 10</i>
<b>Alternate Directors</b>  Existing authority: <ul style="list-style-type: none"> <li>• Bylaws</li> <li>• Compact</li> </ul>	Existing Bylaws do not contain a separate section on Alternate Directors and selection of Alternate Directors, but do provide that, in the absence of a principal Board Member, the Alternate Director for that Member shall be a voting member to count towards a quorum and vote.  <i>Bylaws, Article VII, B, G</i>  Compact provides that Alternate Directors shall be appointed by the appointing bodies for each signatory and the federal government, may act only in the absence of the Director for whom he has been appointed as an alternate, and count towards a quorum.  <i>Compact, ¶¶ 5(a), 8(a)</i>	Alternate Directors shall be selected as specified in Compact, ¶ 5. Consistent with Existing Bylaws and Compact, an alternate may (1) count towards a quorum, (2) participate in executive session, and (3) vote at a Board meeting, only in the absence of the Director for whom he has been appointed as an alternate.  <i>Revised Bylaws, Article II, 11</i>
<b>Standing Committees</b>  Existing authority: <ul style="list-style-type: none"> <li>• Bylaws</li> <li>• Board Procedures</li> </ul>	Board shall have the following standing committees: (1) safety; (2) finance; (3) audits and investigations; (4) customer service, operations and security; (5) capital program, planning and real estate; (6) governance; (7) administration; and (8) executive/ethics (describes each). The Governance Committee shall oversee the hiring process and annual performance review of the	Same, with following additions: (1) executive committee shall have primary responsibility for recommending a General Manager and conducting his/her annual performance review, with input from all Board members; (2) governance committee shall have primary responsibility for recommending a Secretary and conducting his/her annual performance review, with input from all Board



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	<p>General Manager, Board Secretary, and Inspector General.</p> <p><i>Bylaws, Article XII</i></p> <p>In addition, Board Procedures specify process for audits and investigations committee to review and accept audit reports, including process for handling conflicts between the Inspector General's finding and recommendations and management's response.</p> <p><i>Board Procedures, Article VII, C</i></p>	<p>members; and (3) audits and investigation committee shall have primary responsibility for recommending an Inspector General and conducting his/her annual performance review, with input from all Board members. Adds language from Board procedures regarding audits and investigations committee.</p> <p><i>Revised Bylaws, Article III</i></p>
<p><b>Committee Structure &amp; Composition</b></p> <p>Existing authority:</p> <ul style="list-style-type: none"> <li>• Bylaws</li> <li>• Board Procedures</li> <li>• Compact</li> </ul>	<p>Committees shall consist of at least four members, all of whom must be Directors or Alternate Directors (non-Directors permitted to participate by invitation). The committee chair schedules meetings and sets the agenda. A quorum requires a majority of a committee's members, which includes at least one member from each signatory.</p> <p><i>Bylaws, Article XII</i></p> <p>Committee membership and Committee Chairs shall be proposed by the Board Chair and voted on at the annual Board organizational meeting.</p> <p><i>Board Procedures, Article VII, A</i></p> <p>Board shall provide for its own organization and procedure.</p> <p><i>Compact, ¶ 7</i></p>	<p>Same, with addition that a committee member may participate in any meeting by conference telephone or other communications equipment, and such participation shall constitute presence in person at the meeting. A quorum requires the presence of a simple majority of the Committee's members.</p> <p><i>Revised Bylaws, Article III</i></p>
<p><b>Officers: Generally</b></p> <p>Existing authority:</p> <ul style="list-style-type: none"> <li>• Bylaws</li> <li>• Compact</li> <li>• Resolutions</li> </ul>	<p>Bylaws provide for Board Chair and two Vice Chair positions.</p> <p><i>Bylaws, Article III</i></p> <p>Compact provides for General Manager, a Secretary, an Inspector General, a General Counsel,</p>	<p>Same as Compact and Bylaws, with addition of Chief Financial Officer. No two offices may be held by the same person except for the offices of Treasurer and Chief Financial Officers.</p> <p>All officers other than the General Manager, Secretary, and Inspector General shall be appointed</p>

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	<p>a Treasurer, and a Comptroller, and specifies that the offices of General Manager, Inspector General, and Comptroller may not be held by the same person. All enumerated officers are appointed and removed by the Board, unless such authority is delegated to the General Manager.</p> <p><i>Compact, ¶ 9</i></p> <p>Resolutions provide that (1) General Manager is authorized to create, abolish, or reorganize any WMATA department or independent office, other than the Offices of the Board Secretary, Inspector General, and General Counsel, and create additional executive management positions without further Board action; (2) General Manager is responsible for appointing and removing the General Counsel subject to concurrence of the Board; and (3) General Manager is authorized to appoint, remove, and determine compensation for additional executive managers, including Treasurer, Comptroller, and Chief Financial Officer.</p> <p><i>Resolutions 2007-13; 2012-31; 2014-62</i></p>	<p>and removed by the General Manager. The General Counsel shall be appointed and removed by the General Manager, subject to concurrence of the Board of Directors. The General Manager, Secretary, and the Inspector General shall be appointed and removed by the Board of Directors.</p> <p><i>Revised Bylaws, Article IV, 1, 10</i></p>
<p><b>Officers: Board Chair</b></p> <p>Existing authority:</p> <ul style="list-style-type: none"> <li>• Bylaws</li> </ul>	<p>Board Chair shall set the schedule and agenda for and lead Board meetings, represent Board as spokesperson to the media, serve as liaison between the General Manager and Board, and initiate the annual performance review of General Manager, Board Secretary, and Inspector General.</p> <p><i>Bylaws, Article III</i></p>	<p>Same, but provides that the Board Chair shall be responsible for leading the annual performance reviews of the General Manager and the Secretary only.</p> <p><i>Revised Bylaws, Article IV, 2</i></p>
<p><b>Officers: Board Vice Chairs</b></p> <p>Existing authority:</p> <ul style="list-style-type: none"> <li>• Bylaws</li> </ul>	<p>Provides for position of Board First Vice Chair and Second Vice Chair, but no description of duties other than duties of Board Chair in his absence.</p> <p><i>Bylaws, Article III</i></p>	<p>Board First Vice Chair and Second Vice Chair shall have the duties delegated to them by the Board Chair.</p> <p><i>Revised Bylaws, Article IV, 3, 4</i></p>
<p><b>Officers: General Manager</b></p>	<p>Not covered in existing Bylaws. Compact provides that General Manager shall be the chief</p>	<p>General Manager shall be the chief executive and administrative officer of WMATA, performing all</p>

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<p>Existing authority:</p> <ul style="list-style-type: none"> <li>• Compact</li> <li>• Resolutions</li> </ul>	<p>administrative officer of WMATA, responsible for all activities.</p> <p><i>Compact, ¶ 9(b)</i></p> <p>Resolutions provide that (1) General Manager is authorized to create, abolish, or reorganize any WMATA department or independent office, other than the Offices of the Board Secretary, Inspector General, and General Counsel, and create additional executive management positions without further Board action; (2) General Manager is responsible for appointing and removing the General Counsel subject to concurrence of the Board; and (3) General Manager is authorized to appoint, remove, and determine compensation for additional executive managers, including Treasurer, Comptroller, and Chief Financial Officer.</p> <p><i>Resolutions 2007-13; 2012-31; 2014-62</i></p>	<p>duties and powers incident to the office, including the power to be its public spokesperson. The General Manager reports to the Board and has general supervision and direction of all officers, other than the Secretary and Inspector General, as well as employees and agents of WMATA.</p> <p><i>Revised Bylaws, Article IV, 5</i></p>
<p><b>Officers: Secretary</b></p> <p>Existing authority:</p> <ul style="list-style-type: none"> <li>• Compact</li> </ul>	<p>Not covered in existing Bylaws. Compact creates position but provides no description of duties.</p> <p><i>Compact, ¶ 9(a)</i></p>	<p>Secretary shall issue all notices for and keep minutes of Board meetings, and keep charge of corporate books and records. The Secretary reports to the Board.</p> <p><i>Revised Bylaws, Article IV, 6</i></p>
<p><b>Officers: Inspector General</b></p> <p>Existing authority:</p> <ul style="list-style-type: none"> <li>• Compact</li> <li>• Resolutions</li> </ul>	<p>Not covered in existing Bylaws. Compact provides that Inspector General conducts and supervises audits, program evaluations, and investigations related to WMATA activities and keeps the Board fully and currently informed of deficiencies in WMATA activities and the need for corrective action.</p> <p><i>Compact, ¶ 9(d)</i></p> <p>Resolution provides that Inspector General shall report to the Board.</p>	<p>Inspector General shall provide independent and objective oversight of WMATA activities, keeping the Board fully and currently informed about deficiencies in WMATA activities and need for corrective action. The Inspector General shall conduct and supervise audits, program evaluations, and investigations. The Inspector General reports to the Board.</p> <p><i>Revised Bylaws, Article IV, 7</i></p>

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	<i>Resolution 2006-18</i>	
<b>Officers: General Counsel</b>  Existing authority: <ul style="list-style-type: none"> <li>• Compact</li> <li>• Resolutions</li> </ul>	Not covered in existing Bylaws. Compact creates position but provides no description of duties.  <i>Compact, ¶ 9(a)</i>  Resolution provides that General Manager is responsible for appointing and removing (subject to concurrence of the Board), establishing compensation for, establishing performance goals for, and assessing performance of, the General Counsel.  <i>Resolution 2012-31</i>	General Counsel shall be the chief legal officer and advise the Board on significant legal matters. The General Counsel is appointed and removed by the General Manager, subject to concurrence of the Board. The General Counsel reports to General Manager.  <i>Revised Bylaws, Article IV, 1, 8, 10</i>
<b>Officers: Chief Financial Officer</b>  Existing authority: <i>not identified</i>	Not covered in existing Bylaws or Compact.	Chief Financial Officer shall be responsible for all financial matters of WMATA. The Chief Financial Officer reports to the General Manager.  <i>Revised Bylaws, Article IV, 9</i>
<b>Officers: Treasurer</b>  Existing authority: <ul style="list-style-type: none"> <li>• Compact</li> </ul>	Not covered in existing Bylaws. Compact provides that Treasurer is the custodian of funds for WMATA, keeps account of all receipts and disbursements, and makes payments for WMATA when duly authorized.  <i>Compact, ¶ 9(c)</i>	Same, but description of duties not included in Revised Bylaws.  <i>Revised Bylaws, Article IV, 1</i>
<b>Officers: Comptroller</b>  Existing authority: <ul style="list-style-type: none"> <li>• Compact</li> </ul>	Not covered in existing Bylaws. Compact creates position but provides no description of duties.  <i>Compact, ¶ 9(a)</i>	Same.  <i>Revised Bylaws, Article IV, 1.</i>
<b>Advisory Bodies: Accessibility Advisory Committee and Riders' Advisory Council</b>  Existing authority: <ul style="list-style-type: none"> <li>• Bylaws</li> </ul>	Board shall receive input from Accessibility Advisory Committee and Riders' Advisory Council (which shall have access to WMATA information).  <i>Bylaws, Article XIV</i>	Same.  <i>Revised Bylaws, Article V</i>
<b>Public Access to the Board</b>  Existing authority:	Public access to the Board is implied in both the Bylaws (providing for public notice of meetings) and the Board Procedures (providing for oral	Board meetings shall be open to the public except when Board is meeting in executive session.



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<ul style="list-style-type: none"> <li>• Bylaws</li> <li>• Board Procedures</li> </ul>	<p>comments from the public at Board and committee meetings).</p> <p><i>Bylaws, Article VIII, D</i>  <i>Board Procedures, Article III</i></p>	<p><i>Revised Bylaws, Article VI, 1</i></p>
<p><b>Submission of Public Comments to the Board</b></p> <p>Existing authority:</p> <ul style="list-style-type: none"> <li>• Bylaws</li> <li>• Board Procedures</li> </ul>	<p>Members of the community may provide comments during monthly Board meetings.</p> <p><i>Bylaws, Article VIII, E</i></p> <p>Oral and written comments are permitted.</p> <p><i>Board Procedures, Article III</i></p>	<p>Same, but specifies that public comments shall be submitted in writing, through the Secretary, who has responsibility for ensuring Board members are informed of comments.</p> <p><i>Revised Bylaws, Article VI, 2</i></p>
<p><b>Public Hearings</b></p> <p>Existing authority:</p> <ul style="list-style-type: none"> <li>• Bylaws</li> <li>• Board Procedures</li> <li>• Compact</li> </ul>	<p>Board must hold public hearing before adopting a mass transit plan, raising any fare or rate, and implementing any major service reduction.</p> <p><i>Bylaws, Article XIII</i></p> <p>The hearing officer in charge of the hearing shall be a Board Member or officer or executive of WMATA who has been designated by the Board Chair.</p> <p><i>Board Procedures, Article VIII</i></p> <p>Compact provides that notice of any public hearing shall be provided to the general public at least 15 days in advance of the hearing, except that with respect to a hearing on adoption of a mass transit plan, notice shall be provided at least 30 days in advance. The notice shall be published in a newspaper of daily circulation at least once a week for two successive weeks.</p> <p><i>Compact, ¶¶ 15(b), 62</i></p>	<p>Same, but incorporates additional language from Compact with respect to notice requirements and from Board Procedures with respect to hearing officer.</p> <p><i>Revised Bylaws, Article VI, 3</i></p>
<p><b>Jurisdictional Coordinating Committee</b></p> <p>Existing authority:</p>	<p>Jurisdictional Coordinating Committee established to facilitate sharing of views and information between jurisdictional and WMATA staff on issues</p>	<p>Same, but incorporates additional language from Board Resolutions with respect to composition and logistics of Jurisdictional Coordinating Committee.</p>

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<ul style="list-style-type: none"> <li>Bylaws</li> <li>Resolutions</li> </ul>	<p>coming before the Board.</p> <p><i>Bylaws, Article VI</i></p> <p>Resolutions establish Jurisdictional Coordinating Committee as permanent committee and provide for it to be composed of at least nine members, three each appointed by the Chief Administrative Officers of the signatories, with additional members appointed by the General Manager as he or she deems appropriate.</p> <p><i>Resolutions 1982-22; 1983-65</i></p>	<p><i>Revised Bylaws, Article VI, 4</i></p>
<p><b>Code of Ethics</b></p> <p>Existing authority:</p> <ul style="list-style-type: none"> <li>Bylaws</li> </ul>	<p>Board will maintain a code of ethics for its members, attached to and incorporated into the Bylaws.</p> <p><i>Bylaws, Article XV</i></p>	<p>Same.</p> <p><i>Revised Bylaws, Article VII</i></p>
<p><b>Remote Participation at Meetings</b></p> <p>Existing authority:</p> <ul style="list-style-type: none"> <li>Compact</li> </ul>	<p>Not covered in existing Bylaws. Compact provides that Board shall provide for its own organization and procedure.</p> <p><i>Compact, ¶ 7</i></p>	<p>Members may participate in Board meetings through electronic communications devices, to constitute “in person presence” at such meeting (understand this to be consistent with current practice).</p> <p><i>Revised Bylaws, Article VIII, 1</i></p>
<p><b>Fiscal Year</b></p> <p>Existing authority:</p> <ul style="list-style-type: none"> <li>Compact</li> </ul>	<p>Not covered in existing Bylaws. Compact provides that Board shall provide for its own organization and procedure.</p> <p><i>Compact, ¶ 7</i></p>	<p>Specifies fiscal year (consistent with fiscal year currently in use).</p> <p><i>Revised Bylaws, Article VIII, 2</i></p>
<p><b>Amendments</b></p> <p>Existing authority:</p> <ul style="list-style-type: none"> <li>Bylaws</li> </ul>	<p>Bylaws may be amended by majority vote at a meeting at which a quorum is present for which advance notice has been provided.</p> <p><i>Bylaws, Article XVII</i></p>	<p>Same.</p> <p><i>Revised Bylaws, Article IX</i></p>
<p><b>Board-CEO Relationship</b></p> <p>Existing authority:</p> <ul style="list-style-type: none"> <li>Bylaws</li> </ul>	<p>Defines relationship between Board and GM/CEO.</p> <p><i>Bylaws, Article IV</i></p>	<p>Eliminated as separate section, but subsumed in statement of Board Responsibilities and description of General Manager duties.</p>

TOPIC	EXISTING BYLAWS	DRAFT REVISED BYLAWS
		<i>Revised Bylaws, Articles II, I, IV, 5.</i>
<b>Board Communication with CEO &amp; Other Officers</b>  Existing authority: <ul style="list-style-type: none"> <li>Bylaws</li> </ul>	Explains procedure for requests by Board Members to WMATA staff.  <i>Bylaws, Article V</i>	Eliminated from Bylaws. Topic to be covered in policy and procedures manual.
<b>Communication with Public</b>  Existing authority: <ul style="list-style-type: none"> <li>Bylaws</li> </ul>	Provides that Board will provide regular opportunities to receive and respond to public comments.  <i>Bylaws, Article VII</i>	Eliminated as separate section, but responsibilities subsumed in Board Chair and GM/CEO position descriptions.  <i>Revised Bylaws, Article IV (officers)</i>
<b>Agenda, Minutes, &amp; Parliamentary Authority</b>  Existing authority: <ul style="list-style-type: none"> <li>Bylaws</li> </ul>	Identifies meeting procedure and procedure for developing and distributing meeting agendas.  <i>Bylaws, Article IX</i>	Eliminated from Bylaws. Topic to be covered in policy and procedures manual.
<b>Record of Board Meetings</b>  Existing authority: <ul style="list-style-type: none"> <li>Bylaws</li> </ul>	Provides that all Board and Committee meetings are to be recorded, and recordings are to be made publicly available.  <i>Bylaws, Article IX</i>	Eliminated from Bylaws. Topic to be covered in policy and procedures manual.
<b>Travel Policy for Board Members</b>  Existing authority: <ul style="list-style-type: none"> <li>Bylaws</li> </ul>	Provides travel policy for Board Members.  <i>Bylaws, Article XVI</i>	Eliminated from Bylaws. Topic to be covered in policy and procedures manual.

## BYLAWS

### WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY

#### Article I: Mission

The mission of the Washington Metropolitan Area Transit Authority (“WMATA”) is to operate and maintain a safe, reliable and effective transit system that enhances mobility, improves the quality of life, and stimulates economic development in the Washington, DC metropolitan area.

#### 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 shall meet [monthly][on the fourth Thursday of each month].

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, Virginia and the Secretary of the United States Department of Transportation. 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 may meet in executive session to discuss critical, sensitive, confidential or proprietary matters for which untimely disclosure may be detrimental to WMATA. The agenda for each executive session that is scheduled to be part of a monthly or special Board meeting 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. A revised agenda shall be made available to the public after the meeting to reflect any additional matters or topics discussed, reasonably identified without violating confidentiality. The Board Chair may also convene an unscheduled executive session at a monthly, special or emergency Board meeting provided that the agenda for the executive session is made public contemporaneous with the meeting.

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, Virginia and the Secretary of the United States Department of Transportation.

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, may participate in an executive session and 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/Ethics Committee, Governance Committee, Finance Committee, Audits and Investigations Committee, Customer Service, Operations, and Security Committee, Safety Committee, Administration Committee, and Capital Program, Planning and Real Estate 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 and conducting the General Manager's annual performance review with input from all members of the Board.

3. Governance Committee. The Governance Committee shall be responsible for conducting an orientation program for new Board members and handling questions under the WMATA Compact, and shall have primary responsibility for recommending a candidate to the Board for Secretary and conducting the Secretary's annual performance review with input from all members of the Board.

4. Finance Committee. The Finance Committee shall monitor the financial integrity and viability of WMATA and its programs and services, have primary responsibility for recommending an operating and a capital budget to the Board each year, and have primary responsibility for setting policy with respect to fares and fees.

5. Audits and Investigations Committee.

a. The Audits and Investigations 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 develop policy and provide guidance for the Inspector General and shall have primary responsibility for recommending a candidate to the Board for Inspector General and conducting the Inspector General's annual performance review with input from all members of the Board.

b. The Inspector General shall submit each final draft report resulting from a performance audit or evaluation to the Audits and Investigations Committee for review. The report shall contain management's response to the Inspector General's findings and recommendations. If there is a conflict between the Inspector General's findings and recommendations and management's response, the Audits and Investigations Committee shall meet to review the report with the Inspector General, the General Manager and the General Counsel all present. If the Audits and Investigations Committee is unable to resolve the conflict during the meeting, it shall refer the report to the full Board for consideration, and the Board shall direct how the conflict is to be resolved. The Inspector General shall follow the Board's direction and prepare a revised final draft report to the Audits and Investigations Committee. When the Audits and Investigations Committee is satisfied that the conflict has been resolved and the report reflects the resolution, the Committee will accept the report as final. Acceptance of the report will be deemed to be approval of the corrective action plan and authorization to post the report on the WMATA website, subject to any redactions of private or confidential information made at the direction of the General Counsel in accordance with applicable law and WMATA policy.

6. Customer Service, Operations and Security Committee. The Customer Service, Operations and Security Committee shall be responsible for customer experience and service. The Committee shall work with the Safety Committee to assure that employees and the public have accessible channels for reporting crime and security concerns.

7. Safety Committee. The Safety 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 work with the Customer Service, Operations, and Security Committee to assure that employees and the public have accessible channels for reporting safety concerns.

8. Administration Committee. The Administration Committee shall be responsible for the development of guidance for administrative matters, labor issues, human resources, procurement, compensation and benefits issues, civil rights and fair practice programs, insurance coverages, and WMATA's business systems implementation. The Committee shall also oversee the development of procurement procedures in accordance with federal requirements.

9. Capital Program, Planning and Real Estate Committee. The Capital Program, Planning and Real Estate Committee shall be responsible for capital program planning and oversight, regional corridor development, coordination with jurisdictions, and coordination of community development. The Committee shall oversee the Joint Development Program and other Real Estate matters.

10. 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.

11. Composition.

a. Committees shall be composed exclusively of Directors and Alternate Directors. Each committee shall have at least 4 members and may have as many as 8 members. 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 who shall be responsible for scheduling Committee meetings and setting agendas for those meetings. The Committee Chair may appoint or dissolve subcommittees.

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

12. 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. Generally. The officers of WMATA shall consist of a Board Chair, a Board First Vice Chair, a Board Second Vice Chair, 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 General Manager, Secretary, and Inspector General shall be appointed by the General Manager. The General Counsel shall also be appointed by the General Manager, subject to concurrence of the Board of Directors. The General Manager, Secretary, and the Inspector General shall be appointed by the Board of Directors. Each officer shall hold office until his or

her successor is elected and qualified or until his or her earlier resignation or removal. 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.

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 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. General Manager. Consistent with Article III, paragraph 9(b) of the WMATA Compact, 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 which are commonly incident to the office of chief executive or which 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 the Corporation.

6. 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 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.

7. 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.

8. 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.

9. 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.

10. Removal. The General Manager, the Inspector General, and the Secretary may be removed only by the Board of Directors. All other officers may be removed by the General Manager. The General Counsel may be removed by the General Manager, subject to concurrence of the Board of Directors.

#### **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 [applicable laws][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. Submission of Public Comments. Members of the public may 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 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. Jurisdictional Coordinating Committee. The Jurisdictional Coordinating Committee 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 Jurisdictional Coordinating Committee shall be composed of at least nine members, three appointed by the Chief Administrative Officer of the District of Columbia, three appointed by the Chief Administrative Officer of Virginia, and three appointed by the Chief Administrative Officer of Maryland. The General Manager may also appoint members of WMATA staff to serve on the Jurisdictional Coordinating Committee as he or she deems appropriate. At least [one week] prior to each meeting of the Board, the Jurisdictional Coordinating Committee shall meet and be briefed by WMATA staff on the matters on the agenda for the Board meeting. WMATA staff shall relay the Committee's comments, questions and recommendations from the Jurisdictional Coordinating Committee to the General Manager. Members of the Jurisdictional Coordinating Committee appointed by government jurisdictions shall relay the Committee's comments, questions and recommendations to members of the Board appointed by the same government jurisdiction.

## **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 \_\_\_\_\_ to \_\_\_\_\_.

#### **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”) prescribing standards of Ethical Conduct and reporting requirements for Board members 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 ~~under “Sanctions,” Article XIII, part E~~ herein.

**Comment [RU1]:** **Addition** modeled on language in MWAA Code. Makes clear that this is a Code for the Board, separate and apart from whatever ethical rules apply to employees. See MWAA Code, Article 1.

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 Jurisdictions of the Members of the Board of Directors.

**Comment [RU2]:** **Deleted** statement that Code “also applies to all individuals, corporations and other entities in their dealings with WMATA.” MWAA model does not have this element.

#### Article II: Board Members’ Fiduciary Duties

The WMATA Compact (“Compact”) § 4 establishes WMATA as a “body corporate” and an instrumentality and agency of each of the signatory parties (District of Columbia, Maryland, and Virginia), ~~with governance through~~ governed by a Board of Directors. As a result, Board Members owe fiduciary duties to WMATA ~~and to their respective “Jurisdiction,” as the term is defined in Article III G.~~

**Comment [RU3]:** MWAA model does not reference fiduciary duties owed to Jurisdictions in its Code of Ethics.

A Board Member’s fiduciary duties include separate duties of loyalty, confidentiality, and care. ~~and to~~ To fulfill these duties, a Board Member must 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 Jurisdictions 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 Jurisdictions 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 Jurisdictions. 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 Jurisdictions. Members are encouraged to advise the Board of any such disclosure of confidential information to the leadership of their Jurisdictions. Members should request that the leadership of their Jurisdictions treat disclosed confidential information in a manner consistent with its sensitive nature. Leaders of the Jurisdictions 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.

**Comment [RU4]:** MWAA Code has no such exception. See MWAA Code, Article 5(b).

**Comment [RU5]:** MWAA Code has no such exception. See MWAA Code, Article 5(b).

#### C. Duty of Care

Board Members owe a duty to their respective Jurisdictions 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 Jurisdictions 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 Jurisdictions. 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 ~~the Washington Metropolitan Area Transit Authority~~ 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 which 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).

**Comment [RU6]:** Replaced definition of “Party” in WMATA Code with definition of “Business” to match MWAA definition for “Business.” See MWAA Code, Article 3(e)(i).

**CB. “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.

**DE. “Financial Transaction”** means any arrangement from which a ~~Party-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.

**ED. “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.

**Comment [RU7]:** Deleted phrase to align with MWAA Code's definition of gift. See MWAA Code, Article 7(a).

**FE. “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 the Member's household, and any other relative over whose financial affairs the Board Member has substantial legal or actual control ~~or any person who resides in a Board Member's household on other than a temporary basis.~~

**Comment [RU8]:** Revised to align with MWAA definition. See MWAA Code, Article 3(e)(ii). The MWAA Code defines “Immediate Family” to include “...any other person over whose financial affairs the Director has substantial legal or actual control.” Proposed revisions mirror MWAA's Code in all respects, except WMATA language includes “...and any other relative over whose financial affairs the Board Member has substantial legal or actual control” rather than any other “person.”

**GF. “Interested Party”** means any Party-Business that has ~~decided to seek to enter into, that is seeking to enter into, or that has actual or prospective interest in~~ 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.

The federal disclosure OGE Form requires disclosure only for an employee's spouse and dependent children, not for any other household member.

**Comment [RU9]:** Revised to align with MWAA definition. See MWAA Code, Article 3(e)(iii).

**HG. “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.

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



I. ~~“Party” means an individual, corporation, partnership or other legal entity, 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).~~

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 a Business ~~or other Party~~ whose interests may be substantially affected by the performance or non-performance of the Member's duty, and a Party-Business offering a Gift because of the Member's position on the WMATA Board of Directors. For the purposes of this definition, ~~“Party-Business”~~ also includes the officers, employees and agents of the Party-Business.

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

1. Ownership of Interest in a Party-Business. Ownership interest (e.g., shares of stock or other securities) in a Party-Business that exceeds three percent (3%) of the total equity of the Party-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 Party-Business Receiving Income from an Interested Party. Employment by or Ownership of Interest in a Party-Business receiving revenues from an Interested Party of at least \$10,000 or three percent (3%) of the Party's 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 Party-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 Party-Business.

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

6. Loan or debt. Personal indebtedness of \$1,000 or more to a Party-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 ~~Party~~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~~Party by a director, officer or general partner of the ~~Party~~Business, even without financial remuneration from the ~~Party~~Business.

9. Imputed Interest. The financial and other interests in a ~~Party~~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

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

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

~~B. An Apparent Appearance of a Conflict of Interest arises from conduct, not constituting an Actual Conflict, that the Member knows or reasonable should know is likely to create in the mind of a reasonable person with knowledge of the relevant facts the perception that the Member is not fairly and objectively performing his or her official duties, or could be viewed as having the capability to influence or personally benefit from an action of the Board~~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.

**Comment [RU10]:** Revised to conform to MWAA definition. See MWAA Code, Article 3(a).

C. An Appearance of a Conflict of Interest also exists when a benefit greater than \$25 is conveyed, by or on behalf of a Party, to a Board Member, or to a Household Member or Business Associate on behalf of the Member, within 2 years of the Board considering a matter that may realize a reasonably foreseeable benefit or detriment to that Party (“**Improper Benefit**”).

D. When a matter under consideration by the Board involves real property owned, operated or managed by a Member’s Jurisdiction, that Member shall make a Declaration of the interest pursuant to Art. V.~~BE~~

**Comment [RU11]:** MWAA Code does not contain parallel provisions.

## Article V: Resolving Conflicts of Interest

As set forth in this Article, Board Members shall resolve Actual Conflicts of Interest via  
recusal. Board Members ~~have additional means to resolve the Appearance of a Conflict of  
Interest, with concurrence of the Ethics Committee: divesting and making a declaration~~ shall.

### 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 the Code ~~of Ethics~~, 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 ~~Appearance of a~~ 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 Appearance of a Conflict, or the Member divest an Improper Benefit in the manner described below.
4. A Board Member will promptly notify the Board or Committee Chair before whom the matter is being considered of the ~~decision to recuse using the form attached to the Code of Ethics~~ 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. Divesting in Lieu of Recusal~~

~~A Board Member with an Appearance of a Conflict of Interest arising from an Improper Benefit (see Art. IV.C) may, with the concurrence of the Chair of the ethics Committee, resolve the conflict by paying the giver the Benefit's market value; returning the Benefit to the giver; or~~

**Comment [RU12]:** Deleted reference to attached Form to allow for flexibility in updating form and notifying Chair.

**Comment [RU13]:** MWAA Code does not contain a parallel provision.

~~in cases where paying for or returning the Benefit is impracticable, deliver the Benefit to the Ethics Officers, who will make proper disposition of it.~~

**BE**. 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 ~~Appearance of a Conflict of~~ 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 that~~ 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.

**Comment [RU14]:** Revised to conform to the MWAA Code. See MWAA Code, Article 3(b).

**CD**. 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 ~~Parties~~ Business or Property 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 ~~Appearance of~~ Apparent Conflict of Interest, either recuse themselves ~~or propose to divest~~ or make a declaration regarding the matter.

In addition, WMATA management shall collect information from Businesses seeking a contract or agreement with WMATA that will facilitate compliance with this Code, which may include a requirement for such Businesses to identify whether, to the Business's knowledge, any Member or Household Member has a Substantial Financial Interest in the Business (including a parent entity of the Business).

**Comment [RU15]:** Added language to conform more closely to MWAA Code. See MWAA Code, Article 3(d).

**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 ~~Party~~ 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

**Comment [RU16]:** MWAA Code permits Board Members to solicit gifts “when authorized by the Board Chairman and Ethics Officer and acting on behalf of the Authority...for events sponsored in whole or in part by the Authority.” See MWAA code, Appendix A, Section 1.

**Comment [RU17]:** MWAA Code also provides that Directors “shall not solicit any support or financial assistance from the Authority or from any Authority employee for any political party, candidate or political committee, or for any charitable purpose.” See MWAA Code, Article 5(c).



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 Jurisdictions. 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 Jurisdictions 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.

**Comment [RU18]:** These two provisions are not included in the MWAA Code. They are worthwhile.

#### 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 ~~Party~~ 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 ~~Party~~ 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 ~~Party~~ 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

A Board Member or a Board Member's Household Member shall not be employed by WMATA for a period of two years following the conclusion of the Member's term of service. 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 ~~Party-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 ~~Party-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 ~~Party-Business~~ (i.e., by value or voting power).

**Comment [RU19]:** **Addition** to conform to MWAA model. See MWAA, Article 4.

**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 the form attached to the Codea form provided by WMATA. The Disclosure Statement shall include:

**Comment [RU20]:** MWAA Code requires Board Members to submit disclosures to the Ethics Officer, not the Board Secretary. See MWAA Code, Article 9.

**Comment [RU21]:** **Deleted** reference to attached Form to allow for flexibility in updating form and notifying Secretary.

1. any Substantial Interest or Duty in an Interested Party, ~~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 ~~LK~~ 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 ~~Party-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, ~~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 the form attached to this Codea form provided by WMATA. Such statement shall be maintained with the Member's most recent Disclosure Statement.

**Comment [RU22]:** **Deleted** reference to attached Form to allow for flexibility in updating form and notifying Secretary.

C. Disclosure of Gifts. Members shall ~~submit the form attached to this Code to the~~ disclose to the Board Secretary, using a form provided by WMATA, ~~regarding~~ 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.

**Comment [RU23]:** ~~Deleted~~ reference to attached Form to allow for flexibility in updating form and notifying Secretary.

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 the form attached to this Code~~ a form provided by WMATA acknowledging the Board Member's understanding of his or her fiduciary obligations to the Authority to the Board Secretary.

**Comment [RU24]:** There is no equivalent requirement in MWAA Code.

**Comment [RU25]:** ~~Deleted~~ reference to attached Form to allow for flexibility in updating form and notifying Secretary.

F. Acknowledgement of Ethics Obligations. The Ethics Officer will provide Members with a copy of this Code ~~of Ethics~~ 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. Any Interested Party shall, prior to bidding on, proposing on or entering into a Financial Transaction, file a statement on the form attached to this Code disclosing all interest that Board Members have in that Party or in the Financial Transaction, of which the Party has knowledge or should have knowledge. These statements shall be used to facilitate Board Member compliance with the Conflicts of Interest provision (see Art. V.E).~~

**Comment [RU26]:** ~~Deleted~~ provision to coordinate with Article V, C (above).

B.A. The WMATA Joint Development Policies and Guidelines require Parties to report suspected violations and potential Conflicts of Interest (Actual or ~~the Appearance of~~ Apparent).

These statements shall be used to facilitate Board Member compliance with ~~the Conflicts of Interest provision (see Art. V.E)~~ this Code.

**Comment [RU27]:** ~~Deleted~~ reference to specific section of WMATA Code (re: Conflicts of Interest provisions) because it was incorrect (Art. V.E doesn't exist).

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

D. Any ~~Party~~ person may report suspected violations of the Code ~~of Ethics~~ or potential Conflicts of Interest (Actual or ~~the Appearance of~~ 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 ~~the Appearance of~~ 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 ~~of Ethics~~ to specific questions or situations presented by Members, including providing written opinions; and

**Comment [RU28]:** MWAA Code requires the Ethics Officer to document when ethics advice has been provided. See MWAA Code, Article 9(b)(iv).

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 the Code ~~of Ethics~~ to specific questions or situations that they encounter. The Chair, First Vice-Chair or Ethics Committee may request an opinion regarding the application of the 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 ~~of Ethics~~ 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

**Comment [RU29]:** **Addition** to mirror MWAA Code. See MWAA Code, Article 9(d).

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 Conflict of Interest or the Appearance of a~~ 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 ~~Appearance of a~~ 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 ~~of Ethics~~.

##### 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 the Code ~~of Ethics~~; 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 ~~Party~~ 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 ~~of Ethics~~ 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.

**Comment [RU30]:** The MWAA Code contains an exception for widely attended gatherings that applies only "with the written advance approval of the Ethics Officer." See MWAA Code, Appendix 1, 2(c).

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, resending 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.

WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY

**Board of Directors**

**Acknowledgement of Fiduciary Duties & Responsibilities**

Last	First	Middle
Jurisdiction:		

I acknowledge by my signature below that I understand and agree to be bound by the fiduciary duties stated in the Code of Ethics for members of WMATA Board of Directors. Specifically, I acknowledge that I:

- Must act in the best interests of WMATA and my Jurisdiction(s) in carrying out my duties as a member of the Board;
- Must keep confidential all matters involving the Authority that have not been disclosed to the public except as described in the Code of Ethics;
- Will liaise continuously and comprehensively with my Jurisdiction(s) with regard to plans, policies and actions requiring consideration in the planning for transit and in the development of planned transit facilities;
- Will be diligent, attentive and prudent in making decisions in the interest of WMATA and the public;
- Will avoid conflicts of interests or appearances thereof, whether or not specifically prohibited by the Code of Ethics;
- Will place ethical principles and compliance with law above private gain and personal interests inconsistent with my responsibility to WMATA and my Jurisdiction(s);
- Will refrain from using my position with WMATA for personal profit or gain, or for any other personal advantage;
- Will refrain from the appearance of favored treatment to any person or entity;
- Will not compromise my independence or impartiality;
- Will avoid any action that is likely to adversely affect the confidence of the public in the integrity of the Board or of WMATA;
- Will refrain from making WMATA decisions outside of official channels; and
- Will support the decisions made by the Board by working collaboratively to implement such decisions when final voting is complete.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

***PLEASE SUBMIT COMPLETED FORM TO THE BOARD SECRETARY***



WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY

**Board of Directors Disclosure Form**

*Reporting Individual's Identification*

Last	First	Middle
Jurisdiction:		

*General Instructions*

- Step 1: Read the definitions on the following page.
- Step 2: Place your name at the top of pages 2 through 8
- Step 3: Complete Parts I- IV. Do not leave a question blank. **Write "N/A" in any table for which you have nothing to report.** If you have already reported an interest in a particular entity in a response to a previous question, you may write "see response to question \_\_," in any subsequent table that would require you to report an interest in the same entity.

If there is insufficient space to completely answer any question, please make additional copies of that page to continue your response.

- Step 4: Sign the form and date it in the space provided.
- Step 5: Submit the original, completed form in hard copy to the Board Secretary by April 30, each year.
- Step 6: In accordance with WMATA Board Code of Ethics, Article X.B, there is a continuing obligation to disclose any changes or responsive information that arises after the submission of this form. Updates or amendments to this Disclosure Form must be submitted within 10 days of any change, using the form ~~attached to the Code of Ethics~~ provided by WMATA.

**Comment [RU1]:** MWAA directs disclosures to the Ethics Officer, not the Board Secretary. See MWAA Code, Article 9.

WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY

Board of Directors Disclosure Form

Reporting Individual's Name:

Definitions

Party/Business: An individual, a sole proprietorship, corporation, partnership, company, joint venture, association, joint stock company, or any other form of entity recognized by law which is engaged in trade, commerce, or the transaction of business or other legal entity, and any parent of a business entity. A "parent of a business entity" owns or controls more than fifty percent of that entity (i.e. by value or voting power).

**Comment [RU2]:** Revised to match proposed changes to Code of Ethics (and MWAA Code).

Household Member: A spouse, domestic partner, any dependent child within the meaning of Section 152 of the Internal Revenue Code living in the Board Member's household, and any other relative over whose financial affairs the Board Member has substantial legal or actual control ~~or any person who resides in a Board Member's household on other than a temporary basis.~~

**Comment [RU3]:** Revised to match proposed changes to Code of Ethics (and MWAA Code).

**NOTE:** The federal disclosure form (OGE Form 278e) requires disclosures only for an employee's spouse and dependent children (and only in some instances).

~~Party: An individual, corporation, partnership or other legal entity, and any parent of a business entity. A "parent of a business entity" owns or controls more than fifty percent of that entity (i.e. by value or voting power).~~

Property: Real property, including land, together with any structures, improvements, and any rights or interests in land and/or improvements.

Part I – Identification of Household Members

**Comment [RU4]:** As noted above, the OGE Form 278e requires disclosure with respect to the filer's spouse and dependent children, and does not require disclosure in every reporting category (e.g., no disclosure for spouse or dependent children with respect to employment and outside positions).

1. Identify all Household Members as defined above for whom you are reporting and include the nature of the relationship.

Name of Household Member <sup>(1)</sup>	Relationship

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(1) You are ineligible to serve as a Board Member while a Household Member is employed by  
| WMATA or substantially owns a ~~Party~~Business to a contract with WMATA.

***PLEASE SUBMIT COMPLETED FORM TO THE BOARD SECRETARY***

DRAFT

WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY

**Board of Directors Disclosure Form**

Reporting Individual's Name:
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*Part II - Employment and Outside Positions*

Part II addresses the jobs and outside positions that you or a Household Member hold or held at **any time during the previous 12 months**. Please complete each table below that applies to you or a Household Member. Write "N/A" in any table that does not apply.

**A. Employment Positions.** Report any paid employment or self-employed positions (whether full, part-time, or temporary, regardless of duration, and whether business, government or non-profit) held by you or a Household Member at any time during the previous 12 months, other than government employment.

Name and Address of Employer	Position Held

**B. Outside Positions.** Report any position held by you or a Household Member at any time during the previous 12 months as a director, officer, general partner, or trustee of a ~~Party~~Business.

Name and Address of <del>Party</del> <u>Business</u>	Position Held <sup>(2)</sup>

(2) Positions held in a religious, social, fraternal or political organization need not be disclosed.

***PLEASE SUBMIT COMPLETED FORM TO THE BOARD SECRETARY***

WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY

**Board of Directors Disclosure Form**

Reporting Individual's Name:

*Part III – Substantial Financial Interests or Duty*

Part III addresses any ~~Party~~ Business in which you or a Household Member has a Substantial Interest or Duty **at the time you file this form**. Please complete each table below that applies to you or a Household Member in order to identify all Substantial Interests and Duties. Write “N/A” in any table that does not apply to you or a Household Member. Once you have listed a ~~Party~~ Business (indicating that you or a Household Member has a Substantial Financial Interest or Duty in it) in one table, you need not repeat it in subsequent tables.

**Interests Not Required to Be Reported. When identifying your interests in this Part, you do not need to report any interest that you have in or that arises from any of the following:**

- Checking or savings accounts, money market accounts, other demand deposits
- Government Bonds
- Certificates of Deposit
- Diversified mutual funds
- Pension Plans and/or other employee benefit plans
- Government Employment
- Trusts or estates (unless you are the trustee or administrator)
- Other funds, plans, or entities administered by an independent party without participation by you or ~~another Covered Person~~ Household Member in the selection or designation of the financial interests to be held by the plan, fund or entity
- Any liability granted or extended in the ordinary course of business by a financial institution or other Business on usual commercial terms, including the following:
  1. Mortgage liability secured by a personal residence
  2. Loan liability secured by a personal motor vehicle, household furniture, or household appliances
  3. Liability arising under a
    - Debit, credit, or other revolving charge account
    - Personal revolving line of credit, or
    - Capital contribution loan
  4. Liability incurred in a student loan program

***PLEASE SUBMIT COMPLETED FORM TO THE BOARD SECRETARY***

WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY

**Board of Directors Disclosure Form**

Reporting Individual's Name:
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**A. Ownership Interest in ~~Parties~~ Business or Properties.** Report for yourself and all Household Members any reportable ownership interests in ~~Parties~~ Businesses or Properties (other than your personal residence) held at the time of filing this form that:

- Exceed 3% of the total equity of the ~~Party~~ Business,
- Have a fair market value greater than \$15,000, or
- Yield more than \$1,000 in annual income.

Name and Address of <del>Party</del> <u>Business</u> or Property	Type of Interest Held <sup>(3)</sup>

(3)For instance, stocks, bonds, partnership interest, fee or leasehold interest in Property.

**B. Income from ~~Parties~~ Businesses or Properties.** Report for yourself and all Household Members any sources of income, whether earned or prospective, at the time of filing this form, from a ~~Party~~ Business or Property that exceed, or may be reasonably expected to exceed, \$1,000 per year. Also report a prospective source of income from a job offer received by you or a Household Member.

Name and Address of <del>Party</del> <u>Business</u> or Property	Income Description <sup>(4)</sup>

(4)For instance, salary, wages, interest, dividends, rent.

***PLEASE SUBMIT COMPLETED FORM TO THE BOARD SECRETARY***



WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY

**Board of Directors Disclosure Form**

Reporting Individual's Name:
------------------------------

**C. Pledges or Sureties.** Report for yourself and all Household Members any pledge or surety on behalf of a **Party-Business**, as of the time of filing this form, that may give rise to a liability that exceeds the lesser of:

- 3% of the asset value of the **Party-Business**; or
- \$1,000.

Name and Address of <b>Party-Business</b> or Property	Type of Pledge or Surety <sup>(5)</sup>

(5) For instance, a personal guaranty.

**D. Loans or debts.** Report for yourself and all Household Members any personal indebtedness in the form of loans or debts in excess of \$1,000 that are owed to a **Party-Business** at the time of filing this form.

Name and Address of <b>Party-Business</b> or Property	Type of Debt

***PLEASE SUBMIT COMPLETED FORM TO THE BOARD SECRETARY***

WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY

Board of Directors Disclosure Form

Reporting Individual's Name:
------------------------------

**E. Fiduciary Positions.** Report for yourself and all Household Members any position held at the time of filing this form with a **Party-Business** as a director, officer or general partner, whether or not financially remunerated.

**Comment [RU5]:** Section II.B requires reporting for positions held "any time during the previous 12 months." This section requires reporting of positions held "at the time of filing".

Name and Address of <b>Party-Business</b>	Position Held

*Part IV – Certification and Signature*

**I CERTIFY that the statements I have made on this form are true, complete, and correct to the best of my knowledge. I further acknowledge my continuing obligation to report any changes in the above information to the Board Secretary in writing within 10 days of such change.**

<b>Signature</b>	<b>Date</b>
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*Received by Board Secretary*

<b>Signature</b>	<b>Date</b>
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***PLEASE SUBMIT COMPLETED FORM TO THE BOARD SECRETARY***

Draft 9/14/2016

WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY

**Board of Directors Disclosure Form**

Reporting Individual's Name:
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*Part V - Review By Ethics Officer*

This Part is to be completed only if the Board Member answered affirmatively to any question above.

I have examined this statement and any attachments, and

\_\_\_\_ I find no conflict

\_\_\_\_ I recommend Ethics Committee review of the following:


\_\_\_\_ I find a conflict, actual or apparent, for which the Board Members:

\_\_\_\_ Other, explain:


Signature: \_\_\_\_\_ Date: \_\_\_\_\_

***PLEASE SUBMIT COMPLETED FORM TO THE BOARD SECRETARY***

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WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY

**Board of Directors Disclosure Form**

*Reporting Individual's Identification*

Last	First	Middle
Jurisdiction:		

Pursuant to my continuing disclosure obligation, please include the following changes or new responsive information with my most-recently submitted disclosure form.

I am updating: *(check all that apply)*

- ☐ Part I - Identification of Household Members
- ☐ Part II - Subpart A - Employment and Outside Positions
- ☐ Part II - Subpart B - Outside Position
- ☐ Part III - Substantial Financial Interests or Duties As follows:
  - ☐ Subpart A - Ownership Interest in Parties or Properties
  - ☐ Subpart B - Income from Parties or Properties
  - ☐ Subpart C - Pledges and Sureties
  - ☐ Subpart D - Loans or Debts
  - ☐ Subpart E - Fiduciary Positions

As follows:

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**Comment [RU6]:** NOTE: If Disclosure Form is revised to consolidate Parts II.B and III.E, will need to revise here as well.

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WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY

**Board of Directors Disclosure Update Form**

Reporting Individual's Name:
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*Certification and Signature*

**I CERTIFY that the statements I have made on this form are true, complete, and correct updates to my disclosure to the best of my knowledge. I further acknowledge my continuing obligation to report any changes in the above information to the Board Secretary in writing within 10 days of such change.**

<b>Signature of Reporting Individual</b>	<b>Date</b>
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*Received by Board Secretary*

<b>Signature</b>	<b>Date</b>
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*Part V - Review By Ethics Officer*

I have examined this statement and any attachments, and

\_\_\_\_ I find no conflict

\_\_\_\_ I recommend Ethics Committee review of the following:


\_\_\_\_ I find a conflict, actual or apparent, for which the Board Members:

\_\_\_\_ Other, explain:


Signature: \_\_\_\_\_ Date: \_\_\_\_\_

**PLEASE SUBMIT COMPLETED FORM TO THE BOARD SECRETARY**

**Comment [RU7]:** MWAA directs disclosures to the Ethics Officer, not the Board Secretary. See MWAA Code, Article 9.

WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY

**Interested Party Disclosure and Resolution**

This form must be completed by an Interested Party prior to bidding on, proposing on, or entering into a Financial Transaction with the Authority.

- You are an Interested Party if you ~~have are a Business that has or is seeking decided to seek to enter into, are seeking to enter into, or that has actual or prospective interest in~~ a contract or agreement with WMATA or that otherwise has interest that can be directly affected by decisions or actions of WMATA.
- Financial Transaction means any arrangement from which a ~~Party-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.

**Comment [RU8]:** NOTE: Proposed changes to the Code of Ethics delete the specific reference to this form (and removes statement that Code of Ethics applies to third parties in their dealings with WMATA). WMATA retains authority to demand information from third parties. See WMATA Code, Article V.C.

**Comment [RU9]:** Revised to match proposed changes to Code of Ethics (and MWAA Code).

Company Name:	Phone:
Company Address:	Email Address:
Name and Title of Company Representative Completing this Disclosure	

Identify each WMATA Board Member, Household Member or Business Associate who to the best of your knowledge, information or belief has any interest in your firm, or in a Financial Transaction with the Authority to which your firm is a pParty or prospective pParty.

NAME OF BOARD MEMBER	NATURE OF INTEREST

Signature \_\_\_\_\_

Date \_\_\_\_\_

***PLEASE SUBMIT COMPLETED FORM TO THE BOARD SECRETARY***



Draft 9/14/2016

WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY

**Interested Party Disclosure and Resolution**

Interested Party's Name:

Received By \_\_\_\_\_ Date \_\_\_\_\_

For Ethics Officer Use Only	
Signature _____	Date: _____

***PLEASE SUBMIT COMPLETED FORM TO THE BOARD SECRETARY***

Draft 9/14/2016

WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY

**Board of Directors Gift Disclosure and Resolution**

*Complete this form as soon as possible after you, a Household Member or another party designated by you solicit or accept a gift from a Prohibited Source.*

Last	First	Middle
Jurisdiction:		

**Gift** means any gratuity, favor, discount, entertainment, hospitality, loan, forbearance, other item having monetary value or similar consideration for which the recipient did not pay market value ~~or that is not offered to the public generally~~. This includes, but is not limited to:

**Comment [RU10]:** Revised to match proposed changes to Code of Ethics (and MWAA Code).

- Cash
- Meals
- Merchandise
- Services
- Admission to a sporting event, a theatrical, musical or other spectator event
- Admission to an event or activity in which persons are participants
- Travel, transportation and lodging

**Prohibited Source** means an Interested Party or other **Party Business** whose interests may be substantially affected by the performance or non-performance of the Member's duty, and a **Party Business** offering a Gift because of the Member's position on the WMATA Board of Directors. For the purposes of this definition, "**Party Business**" also includes the officers, employees and agents of a **Party Business**.

<b>Party Business</b> Offering the Gift:	
Description of the Gift:	
Date of Gift:	Actual or Estimate Value:
Purpose of the Gift (Why was it given to you?)	

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

**PLEASE SUBMIT COMPLETED FORM TO THE BOARD SECRETARY**

Draft 9/14/2016

WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY

**Board of Directors Gift Disclosure and Resolution**

Reporting Individual's Name:
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Received By \_\_\_\_\_ Date \_\_\_\_\_

For Ethics Officer's Use Only	
____ Gift meets "Exception" provision in Appendix 1 of the Code of Ethics	
____ Gift Returned By Member	____ Gift Surrendered by Member to Ethics Officer. If so, describe final disposition
____ Market Value Paid by Member	_____
	_____
____ Other, explain:	
_____	
_____	
_____	
Ethics Officer Signature:	Date:

**PLEASE SUBMIT COMPLETED FORM TO THE BOARD SECRETARY**

**Comment [RU11]:** MWAA directs disclosures to the Ethics Officer, not the Board Secretary. See MWAA Code, Article 9.

Draft 9/14/2016

WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY

Board of Directors

Notice of Declaration in Lieu of Recusal

*Reporting Individual's Identification*

Last	First	Middle
Jurisdiction:		

*Basis for Declaration*

Nature of the personal interest in the Parties or Matter	
<del>Reason you are</del> Are you able to participate fairly and objectively in the interests of WMATA?	<input type="checkbox"/> Yes <input type="checkbox"/> No

**Comment [RU12]:** Revised to match proposed changes to Code of Ethics (and MWAA Code). See WMATA Code of Ethics, Article V.B.

I declare that I am able to participate in the above matter fairly and objectively in the interests of WMATA notwithstanding an Apparent Conflict of Interest and request approval from the Chair of the Ethics Committee to make this Declaration in Lieu of Recusal.

Signature \_\_\_\_\_

Date \_\_\_\_\_

**PLEASE SUBMIT COMPLETED FORM TO THE ETHICS COMMITTEE CHAIR**

## Board of Directors

**This Section to be completed by Ethics Committee Chair**

[ ] I approve the Declaration in Lieu of Recusal notwithstanding an Apparent Conflict of Interest

[ ] I do not approve the Declaration in Lieu of Recusal in the above Apparent Conflict of Interest

[ ] Other, explain:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Signature \_\_\_\_\_ Date \_\_\_\_\_

Draft 9/14/2016

WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY

Board of Directors

Notice of Recusal

*Reporting Individual's Identification*

Last	First	Middle
Jurisdiction:		

Reason for Recusal

Matter	
Description of Conflict of Interest	

Notice of Recusal

In accordance with Article V.A.4 of the WMATA Board of Directors Code of Ethics, I officially notify the Board and/or the Committee Chair of the decision to recuse myself from the above matter under consideration by the Board.

Reason for Recusal (check all that apply)	<input type="checkbox"/> I have an Actual Conflict of Interest in the above matter. <input type="checkbox"/> I have an Apparent Conflict of Interest in the above matter <del>under Article IV.B.</del> <del><input type="checkbox"/> I have an Apparent Conflict of Interest in the above matter under Article IV.C.</del> <input type="checkbox"/> The matter involves the hiring, appointment, employment or promotion, or a Financial Transaction with a Relative. <input type="checkbox"/> Other, explain. _____ _____ _____
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***SUBMIT COMPLETED FORM TO THE BOARD CHAIR AND APPROPRIATE COMMITTEE CHAIR***



Draft 9/14/2016

WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY

**Board of Directors**

**Notice of Recusal**

Reporting Individual's Name:

*Acknowledgement and Affirmation*

I acknowledge by my signature below that my recusal, including the nature of the conflict and the reason for recusal will be reflected in the official minutes of the WMATA Board of Directors, and that my recusal shall be publicly announced at any meeting of the Board or Committee at which the matter is considered.

I affirm that my recusal means I will not at any time, Participate in, attempt to Participate in, or discuss with other Members or WMATA personnel, the above matter. If I choose to remain present for any public portion of the meeting where said matter is to be discussed, I understand that I must leave the Board or Committee table or dais during the discussion, and that I will not be permitted to attend any executive session closed to the public at which the matter is considered.

With the exception of any Compact-required participation on the above matter as outlined in Article V.D, this recusal remains in effect until such time as I divest myself of the Actual or Apparent Conflict of Interest or the matter is no longer before the Board.

Signature \_\_\_\_\_ Date \_\_\_\_\_

Received By: \_\_\_\_\_ Date: \_\_\_\_\_

***SUBMIT COMPLETED FORM TO THE BOARD CHAIR AND APPROPRIATE COMMITTEE CHAIR***

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