



**National Capital Region Transportation Planning Board  
Citizen's Advisory Committee**

**Comparison: RAC and COG\BOT Reports on WMATA Governance**

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**Note → This summary is not necessarily exhaustive. I strongly recommend that all committee members at least carefully review each report's executive summary. Both reports are very well-written, clear, reasonably concise and, in many areas, partially or completely overlap in what they recommend. — HEF**

<b>Issue</b>	<b>RAC</b>	<b>COG\BOT</b>	<b>Recommendation</b>	<b>Other Comments</b>
<b>Board oversight</b>	<ul style="list-style-type: none"> <li>• No recommendation.</li> <li>• RAC describes the WMATA board itself as “analogous to a legislature” [pg 3]</li> <li>• However, RAC later say: “Being a legislature does not mean giving up on making governance more effective.” [pg 7]</li> </ul>	<ul style="list-style-type: none"> <li>• Seven-member WMATA Governance Commission</li> <li>• Would provide broad, region-wide strategic oversight to WMATA (specifically the WMATA board).</li> <li>• “...to make necessary improvements to the authority’s governance structure and hold the [b]oard accountable.” [pg 2]</li> <li>• Composition: Mayor, DC Governor, MD</li> </ul>	Do not support the COG\BOT recommendation.	<ul style="list-style-type: none"> <li>• This adds another, unnecessary layer of quasi-legislative oversight over an agency that is already encumbered with too much “part-time” quasi-legislative oversight, by two state legislatures, the District of Columbia Council and a host of jurisdictional (municipal and county) legislatures in northern Virginia and Maryland.</li> <li>• If this governance commission were to be empanelled at all, it should be short-briefed, set up for a specified period of time (no more than two years), do its work and then sunset.</li> </ul>

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		Governor, VA DC Council WSTC NVTC GSA		
<b>Board member responsibilities</b>	<ul style="list-style-type: none"> <li>• The board needs to set “clear, high standards” for its members.</li> <li>• RAC provide specific criteria for board members. [pg 11]</li> </ul>	<ul style="list-style-type: none"> <li>• The governance commission is to define board (collective) responsibilities, and set “a uniform role [job?] description” for board members.</li> </ul>	Concur.	<ul style="list-style-type: none"> <li>• There have been several abortive attempts both by the board and by the compact signatories (DC, MD, VA) to specify a “minimum standard” for appointment to the board.</li> <li>• The June 22, 2009 “Ft Totten Disaster” brought this particular board\region failure to do this into rather stark relief.</li> <li>• To really be binding on the appointing authorities(DC Council, GSA, NVTC, WSTC)—never mind actually having a consequential impact on the board’s parliamentary conduct in overseeing a multi-modal, growing regional transit agency—any role\job description or minimum standard for appointment to the board probably needs to be formally added to the WMATA Compact.</li> </ul>
<b>Board responsibilities</b>	<ul style="list-style-type: none"> <li>• The board should focus on\confine itself to high-level policy and [strategic] objectives.</li> </ul>	<ul style="list-style-type: none"> <li>• Substantially the same recommendation.</li> <li>• Recommends that the board give the GM\CEO clear authority <b>and autonomy</b> over daily WMATA management.</li> </ul>	Concur	<ul style="list-style-type: none"> <li>• The two reports really do not conflict on this recommendation.</li> <li>• Both stress that the board need to get out of micro-management of daily WMATA operations, including truly less than strategic policy setting and implementation.</li> <li>• This change will involve some institutional “culture shock” on the board and within senior WMATA management. The three DOTs and GSA most likely will have to periodically review board conduct for the first couple of years to ensure that the board is, in fact, concentrating on broad, region-wide strategic policy and leaving the GM\CEO free to get on with running the agency.</li> </ul>

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<b>Board “brief”</b>	<ul style="list-style-type: none"> <li>• “The board should act as a regional body and [not as] individuals.”</li> </ul>	<ul style="list-style-type: none"> <li>• The substance of this RAC recommendation is subsumed in the COG\BOT recommendations that a governance commission, in effect, re-constitute the WMATA board so that it operates more consistently with the original legislative intent of the 1967 WMATA Compact.</li> </ul>	Concur	<ul style="list-style-type: none"> <li>• This will be another “future shock” at and within WMATA.</li> <li>• WMATA staff have traditionally been overly deferential to policy and even operational comment from <b><u>individual WMATA board members</u></b>. [I can personally document and substantiate this observation.]</li> <li>• Recommendations in both reports effectively confine the board to operate the way the Compact specifies: as a <b><u>collective</u></b> [policy-making] body.</li> <li>• RAC made the observation, though, that the analogy to a legislative body <b><u>does</u></b> mean that an individual board member, like a councilmember or congressional representative, should be able to represent constituents’ interests when there are specific complaints.</li> <li>• It will be hard to re-strike this balance between staying out of everyday WMATA management on the one hand, and making legitimate enquiries into riders’ and other stakeholders’ concerns and complaints when those enquiries are warranted on the other.</li> <li>• This is another area where the compact signatories would need to monitor the board for a time to ensure that the board members really are respecting this new bright red line between them and senior WMATA management.</li> </ul>
<b>Board composition I</b>	<ul style="list-style-type: none"> <li>• RAC appear to feel the board should not be expanded, but document a number of ideas to the contrary in their summary of comments from interviewees, which included a number of former WMATA board members.</li> </ul>	<ul style="list-style-type: none"> <li>• COG\BOT do not specifically recommend expanding overall board size</li> <li>• But, they do recommend amending the Compact so that (1) alternate members are eliminated and (2) each appointing authority (DC, MD,</li> </ul>	<ul style="list-style-type: none"> <li>• Concur with the COG\BOT recommendation for expanding principals on the board.</li> <li>• Concur substantially with both reports that alternates probably should be eliminated from the board altogether.</li> </ul>	<ul style="list-style-type: none"> <li>• My somewhat anecdotal recollection is that the idea of alternate board members grew out of the peculiar constitutional situation of the northern Virginia jurisdictions that make up what is now NVTC. [Both reports, but especially the COG\BOT report, dwell at length on the need for Virginia, in effect, to bring the NVTC constitution up to date.]</li> <li>• Whatever the original rationale for having alternates, particularly given how directly and regularly involved they have become in board oversight of WMATA, it is past time to conduct a “bottom up” review of this particular feature of the board’s constitution.</li> <li>• The region should ask if alternate members are still needed at all. In addition, in fact, whether it might not be something</li> </ul>

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	<ul style="list-style-type: none"> <li>• The board “should include public officials.”</li> <li>• Every rider in the WMATA compact area should be represented by [at least one elected local] official on the board.</li> <li>• As noted above, RAC include specific criteria, almost a sketch Code of Conduct, for board members, including a requirement that each board member regularly use all three WMATA transit services: bus, rail and MetroAccess.</li> <li>• Similar to COG\BOT, RAC have serious reservations about continuing the practice of having alternate members on the WMATA board.</li> <li>• If alternates are to be retained, RAC recommends that they be allowed to</li> </ul>	<p>VA, GSA) has three principal [voting] members instead of the present two.</p> <ul style="list-style-type: none"> <li>• Like RAC, COG\BOT question the need for alternate members at all, pointing out that WMATA is really the only major transit authority employing the practice of having alternate members.</li> <li>• COG\BOT, however, do note the possible need for future expansion of the WMATA Compact Area once future regional transit systems either tie in to Metrorail or are expanded outside the current Compact area.</li> <li>• For example, Loudon County, Virginia will presumably insist on being represented on the WMATA board once the Silver [Dulles] line opens and is</li> </ul>	<ul style="list-style-type: none"> <li>• Doing this will require amending the Compact, so, in the meantime, the RAC—and several interim COG\BOT—recommendations should be implemented:</li> <li>• Alternates should not chair committees</li> <li>• Alternates should vote\participate only when “their” designated principal on the board either is absent or has recused herself\himself from a specific matter or agenda item.</li> <li>• Phase in staggered terms, and seriously consider imposing term limits for board members.</li> </ul>	<p>of a hindrance in some areas of the strategic-tactical division of labor between the board and senior WMATA management. [The “too many cooks” argument comes to mind here, particularly if the board is expanded in size (again.)]</p> <ul style="list-style-type: none"> <li>• Short-term, alternates should be just that: alternates.</li> <li>• Alternates should in no case chair committees and should vote in committee only when “their” designated principal is absent or recused.</li> <li>• Long-term, alternates probably should be eliminated, particularly if (1) the board is expanded and\or (2) the COG\BOT recommendation increasing the number of principals from two to three for each so-called appointing authority (DC, MD, VA and GSA) is implemented.</li> <li>• The question of term limits and staggered terms has come up before.</li> <li>• The arguments for and against term limits are substantially the same arguments for and against term limits for <b>any</b> official serving on a public policy body such as WMATA.</li> <li>• On the one hand, no term limits increases institutional memory among board members and makes the board better able to retain some sense of broad strategic and policy-making continuity in overseeing WMATA operations (and, especially, long-term system maintenance and expansion.) This argument might become more relevant if the board do, in fact, “step back” from the past practice of micro-managing the agency and leaving more everyday short-term tactical authority to the GM\CEO.</li> <li>• Further, obviously, to the extent that board members are elected officials, they may already be subject to term limits and, in any, case can be “term limited,” so to speak, by being voted out of office.</li> <li>• On the other hand, a region-wide, “one trick pony” (i.e. single-purpose) agency like a public transportation agency might benefit from periodic infusions of proverbial new blood, particularly if\when “new” jurisdictions (Loudon? Frederick?) join the board and when\if there is a major</li> </ul>

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	<p>vote at [it really sounds like they mean <b>participate in</b>] WMATA board meetings only when “their” board principal is absent or has recused herself\himself from a specific matter or agenda item.</p> <ul style="list-style-type: none"> <li>• No recommendation on term limits or staggering terms of\appointments to the board.</li> </ul>	<p>taken over for operations by WMATA.</p> <ul style="list-style-type: none"> <li>• Something similar could occur regarding Frederick County, Maryland if\when the Corridor Cities Transitway opens.</li> <li>• Term limit board members with staggered four-year terms that can only be renewed\extended once.</li> </ul>		<p>shake-up in the state or local legislature or executive offices from which board members are appointed. (Some of the major shifts in broad WMATA policy have occurred when pro-growth or no-growth advocates were voted into (or out of) office in local jurisdictions, especially in northern Virginia.)</p> <ul style="list-style-type: none"> <li>• I sometimes think this is one issue that perhaps ought to go to regional referendum but the mechanics and cost of doing something that electorally ambitious probably outweigh any benefit the debate would get from taking the temperature of the regional public.</li> <li>• It is unclear to me how you could stagger the terms of board members without at the same time limiting those terms. So, arguably, while term limits could be implemented without staggering, staggering those terms would require limiting them also.</li> <li>• I would recommend two three-year extensions of an initial two-year term instead of the one four-year extension recommended by COG\BOT.</li> <li>• However, this is a God-and-devil-in-the-detail and I do not think there is a magic bullet in any particular combination of term lengths and permissible extensions. So I am not unalterably wedded to two three-year extensions of an initial two-year term. I <b>would</b> strongly recommend that the initial term be <b>shorter</b> than the extension(s), to ensure that the board newcomers really pay attention to what they are expected to do at and with WMATA and be efficient about learning the ropes there.</li> </ul>
<p><b>Board composition II</b></p>	<ul style="list-style-type: none"> <li>• Board members should be removed if they do not\cannot regularly attend board meetings and other functions.</li> </ul>	<ul style="list-style-type: none"> <li>• Substantially the same recommendation, although it is worded differently.</li> </ul>	<p>Concur</p>	<ul style="list-style-type: none"> <li>• This is a “motherhood and apple pie” no-brainer, IMO.</li> <li>• An attendance policy and threshold should be included in the written board duties and responsibilities statement that both these reports recommend,</li> <li>• Any board member who does not attend a specified number of full board or committee meetings (I recommend two each) should be suspended and the appointing jurisdiction\authority so notified by the board chair.</li> <li>• If that board member is absent a third time, he\she should</li> </ul>

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				<p>be dismissed and replaced by his\her alternate.</p> <ul style="list-style-type: none"> <li>• If alternates are eliminated from the board, then the appointing authority should be asked to appoint a replacement board member within 30 days of the non-attending member’s dismissal.</li> <li>• To have “bite” I suspect that this particular provision may have to be written into the Compact itself.</li> </ul> <p><i>[I confess to having a personal dog in this particular fight. As a District resident\tax payer, and before that as a WMATA oversight staff for the District, I have always had no patience with the frankly rather trifling excuses some DC “reps” on this board have given the public and the press for being so regularly absent from often important board and board committee meetings.]</i></p>
<p><b>The veto</b></p>	<ul style="list-style-type: none"> <li>• Retain the veto.</li> </ul>	<ul style="list-style-type: none"> <li>• Ideally, eliminate the veto.</li> <li>• Short of eliminating the veto completely, limit it to “entrenched” issues such as the budget [and, presumably, related matters such as issuing debt] and “...matters related to system expansion.” [pg 3]</li> </ul>	<ul style="list-style-type: none"> <li>• Retain the veto.</li> </ul>	<ul style="list-style-type: none"> <li>• If the veto is to be employed only on “entrenched issues,” each compact signatory (frankly, <b>especially</b> the District) should specify what those entrenched issues are. And those issues should be specified in the board “charter” if not in the Compact itself.</li> <li>• I confess to be a little parochial and jurisdictionally self-serving here. As two former DC board members pointed out to RAC, the jurisdictional veto is often the only way the District (and, sometimes, Arlington County, VA) can ensure that, in former DC board member Gladys Mack’s words, “The inner jurisdictions are not penalized for being the inner jurisdictions.”</li> <li>• When I worked in DC government, Prince George's County, MD, was somewhat ambivalent about the need for the jurisdictional veto also. (Although that started to change when it became clear that the Green line would be the last line completed and federal financial support began to run a little short.)</li> <li>• Recently, however, my sense is that the County have become more inclined to support the retention of the veto,</li> </ul>

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				<p>for precisely the same reason that the District always argued for it. It is a first-tier jurisdiction that often has “geo-strategic” priorities and issues with a regional agency like WMATA that are somewhat different than those of, say, an outer suburban or exurban jurisdiction.</p> <ul style="list-style-type: none"> <li>• I do not get the impression that the jurisdictional veto is quite the divisive issue it was when the Metrorail system was being constructed and it was not clear that the region (and the federal government) would ever find the money to finish it.</li> <li>• It probably is a good idea to specify which issues merit activating the veto option.</li> <li>• However, this particular discussion must be part of the recommendations above about the board getting out of daily “sneaker counting” micro-management of WMATA and a specific, written “charter” of exactly what the core duties and responsibilities of the board are.</li> </ul>
<p><b>Board chair</b></p>	<ul style="list-style-type: none"> <li>• End the rotation of the chair.</li> <li>• Board chair should be genuinely elected, with capable board chairs eligible for re-election</li> <li>• Each chair’s term should probably be fixed at a period longer than one year.</li> </ul>	<ul style="list-style-type: none"> <li>• End the rotation of the chair.</li> <li>• Increase the chair’s term to two years.</li> <li>• “Select a regionally-focused chair from within the [b]oard membership.”</li> </ul>	<ul style="list-style-type: none"> <li>• End the rotation of the chair.</li> <li>• Establish the chair’s term at either two or three years, depending on (or matching) any fixed terms that are implemented for all board members.</li> <li>• Continue to elect the chair from within the board membership.</li> </ul>	<ul style="list-style-type: none"> <li>• I substantially concur with the overlapping sense in both reports of the need for—and, really, the urgency of—fundamentally reconstituting the position of board chair.</li> <li>• Frankly, it was always my (and other jurisdictional oversight staffs’) observation that there were superb <b>board members</b> who made terrible <b>board chairs</b>, for a variety of reasons (usually the lack of enough time to really control and guide the board in a particular strategic direction in the comparatively short time they were in the chair.)</li> <li>• On the other hand, in the 12 years I worked on WMATA oversight, there were at least two board members who blossomed , you might say, once they became the chair (and no: <b>neither</b> of them were from the District. One is now a state senator.)</li> <li>• There are what you might call managerial (or ministerial) arguments for (s)electing or hiring a chair from outside the board membership.</li> <li>• But the RAC report, in particular, does an excellent job of</li> </ul>



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				<p>pointing out the probable pitfalls of doing this in a multi-state, multi-modal (and still expanding) transit environment such as we have here.</p> <ul style="list-style-type: none"> <li>• One idea that I did not find in either report is a possible “Ex Oficio” (or, as the British call it, an Eminent Persons) group.</li> <li>• Such a group could supplement the TOC and c\would periodically check in on the WMATA board (and on WMATA in general) and then make a sort of regional “state of the system” report to all four appointing authorities (including the US transportation secretary in the case of the federal members of the board.)</li> <li>• Each appointing authority could name one, or at most two, members, of this “E-O Group” and give them, say, six months to visit WMATA facilities, ride the system, sit in on board and committee meetings, interview senior WMATA management and “get back” to DC, MD, VA and GSA\US DOT with a sort of inspectors’ report card.</li> <li>• In some respects, this recommendation covers some of the functions I think COG\BOT intend to vest in their governance commission. But the difference is that the E-O Group would be episodic instead of a “sitting body,” would be uncompensated, and would have a limited, specified period of time to do its work and adjourn.</li> <li>• This group might even regularly brief congress and hold listening sessions around the region to gather public\rider comment(s) on what WMATA are doing right and where they are (still) falling short.</li> </ul>
<p><b>Board committees</b></p>	<ul style="list-style-type: none"> <li>• Formally constitute the board committee structure.</li> </ul>	<ul style="list-style-type: none"> <li>• Substantially the same recommendation.</li> </ul>	<ul style="list-style-type: none"> <li>• Concur</li> </ul>	<ul style="list-style-type: none"> <li>• Both reports, in somewhat different language, strongly urge “settling down” the committee structure of the WMATA board.</li> <li>• The jurisdictional oversight staffs recommended this to the WMATA board <b>at least nine separate times</b> during the 12 years I worked on WMATA oversight for what was then DC DPW. (And it was something that all jurisdictional staffs agreed on.)</li> <li>• Both reports do a good job of pointing out the inherent</li> </ul>



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				<p>inefficiencies and needless “backing and filing” that occurs each year when a new chair takes over the WMATA board and then reconstitutes the board committee structure.</p> <ul style="list-style-type: none"> <li>• I differ with COG\BOT about <b>which</b> committees ought to be “fixed.”</li> <li>• At an absolute minimum either the board “charter” (or, preferably, an amended Compact itself) should specify standing, unalterable board committees for:               <ul style="list-style-type: none"> <li>o <b>Metrobus operations</b></li> <li>o <b>Metrorail operations</b></li> <li>o <b>System safety</b></li> <li>o <b>Budget, finance and audit</b></li> <li>o <b>Strategic planning\system expansion) and development</b> (<i>this is where the RAC’s concern about land use planning at and by the WMATA board would be addressed</i>)</li> </ul> </li> <li>• As noted above and in both reports, alternates (if they are retained by the board at all) should not chair any board committees and should not participate or vote in committee unless “their” designated principal board member is absent or recused.</li> </ul>
<p><b>Public participation</b></p>	<ul style="list-style-type: none"> <li>• Change the public comment rules for board meetings</li> </ul>	<p>No real recommendations</p>	<ul style="list-style-type: none"> <li>• Implement the RAC recommendations, particularly eliminating the limit on how often an individual can speak before\at the board.</li> </ul>	<ul style="list-style-type: none"> <li>• The once-every-three-month limit on public comments at a board meeting strikes me as rather silly and a classic case of a public agency not wanting to be bothered with or by the public.</li> <li>• At a minimum the public comment protocols at WMATA board meeting should be the same as they are for TPB.</li> <li>• In reading the RAC complaints about this particularly short-sighted feature of board parliamentary conduct, it strikes me that this four-times-a-year limitation on public comment in an open meeting of a public agency probably violates both the federal Administrative Procedures Act and it certainly conflicts with at least two District of Columbia Sunshine Laws that I am aware of.</li> <li>• In any case this restriction is frankly, rather stupid and ought to be chloroformed immediately.</li> <li>• Taking the RAC recommendation a step further, any board</li> </ul>

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				<p>“charter” ought to include a requirement that the board conduct general listening sessions at least twice a year. One such semi-annual session should be held in each of the three compact signatories, making a total (a minimum) of six.</p>
				<p>As I note above, this summary is not exhaustive. RAC, in particular, have a number of rather common sense governance recommendations that I do not comment on here.</p> <p>COG\BOT also have some long(er) term recommendations that depend on amending the Compact that tend to “fall out of” the more fundamental recommendations I tried to summarize above.</p> <p>In both cases, read the reports (or, at least, the executive summaries.)</p>