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# Moving Metro Forward

Report of the Joint WMATA Governance Review Task Force



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## JOINT WMATA GOVERNANCE REVIEW TASK FORCE

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## Executive Summary

A growing number of area leaders and industry experts believe that significant shortcomings in the Washington Metropolitan Area Transit Authority's (WMATA) governance structure have contributed to a serious decline in Metro's performance, as evidenced by fatal accidents, escalator and elevator outages, and unsatisfactory service reliability. Declining public confidence in the ability of the Metro system to meet the region's needs has become a major concern for regional leaders in both the public and private sectors.

In June 2010, the Greater Washington Board of Trade (BOT) and the Metropolitan Washington Council of Governments (COG) created a task force of 18 current and former elected officials, government managers, and business leaders to review the effectiveness of current governance arrangements for WMATA. The Joint WMATA Governance Review Task Force met 16 times between June and October and received input from 47 officials, stakeholders, and experts, including current and former WMATA Board members and General Managers. It also received public comment, reviewed scholarly articles and studies, and examined governance arrangements for WMATA and other transit and multi-state public sector organizations.

The current WMATA governance structure is based on the Interstate Compact signed in 1966 by the Governors of Maryland and Virginia and the Commissioners of the District of Columbia, which led to the formation of WMATA in 1967. The Compact has been amended seven times, most recently in 2009 when federal members were added to the WMATA Board to comply with a new federal-regional dedicated funding agreement.

A full examination of WMATA's governance must consider the following key entities.

*Signatories* – There are three Signatories to the Compact: the State of Maryland, the Commonwealth of Virginia, and the District of Columbia. They may amend the Compact with the consent of Congress.

*Appointing Authorities* – There are four Appointing Authorities defined in the Compact: for Maryland, the Washington Suburban Transit Commission (WSTC); for Virginia, the Northern Virginia Transportation Commission (NVTC); for the District of Columbia, the Council of the District of Columbia; and for the federal government, the General Services Administration (GSA). Each authority independently appoints two primary members and two alternate members to the WMATA Board.

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*Board of Directors* – The Compact states that the Board is responsible for adopting a capital budget and a current expense budget, defining the service performed and the rates and fares charged, and appointing the General Manager and other officers of WMATA.

*General Manager* – The Compact states that the General Manager shall be the chief administrative officer of WMATA and, subject to policy direction by the Board, shall be responsible for all activities of WMATA.

*Tri-State Oversight Committee (TOC)* – The TOC was created by the Signatories in 1997 to provide safety oversight of rail systems not already regulated by the Federal Railroad Administration. The Signatories each appoint two representatives to the TOC.

The Task Force finds that what may have been an appropriate governance structure for WMATA to build a new transit system in the 1960s is not appropriate to operate today’s mature system. Responsibilities are not clearly delineated among WMATA’s governing entities. Board members are not selected in a coordinated process to ensure they collectively possess the right balance of attributes. The role of the Chair is not structured to provide strong leadership to the Board. The threat of using the veto and an unstable committee structure do not encourage effective decision-making. The current governance structure does not promote accountability or regional cohesion and, in a number of critical areas of governance, WMATA is out of step with the best practices employed by other leading transit authorities. Fundamental changes must be made for Metro to meet the region’s needs.

To help restore Metro’s high-performing, world-class reputation, the Task Force urges the enactment of the following recommendations. The central, overarching recommendation is that the Signatories and Appointing Authorities defined in the WMATA Compact should come together to form a WMATA Governance Commission to make necessary improvements to the authority’s governance structure and hold the Board of Directors accountable for its performance. The Commission should include seven members:

- ❖ Maryland Governor
- ❖ Virginia Governor
- ❖ District of Columbia Mayor
- ❖ Washington Suburban Transit Commission Chair
- ❖ Northern Virginia Transportation Commission Chair
- ❖ District of Columbia Council Chair
- ❖ General Services Administration Administrator

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The Task Force recommends that the WMATA Governance Commission take the following actions in the immediate future, working within the terms of the Compact:

- ❖ Clearly define the Board’s responsibilities and set a uniform role description for Board members
- ❖ Clearly define the Chair’s responsibilities and role description
- ❖ Agree to and implement a coordinated process for appointing a WMATA Board with the right balance of attributes to serve Metro and the region
- ❖ Introduce staggered, 4-year terms, including a maximum of one renewal, for all Board members
- ❖ Develop a uniform compensation policy for all Board members to address inconsistencies in the current arrangements

The Task Force recommends that the WMATA Board take the following actions in the immediate future to improve the functionality of the Board and its relationship with the General Manager and WMATA staff:

- ❖ Define the General Manager as WMATA’s Chief Executive Officer and give him or her clear authority and autonomy to oversee day-to-day management of WMATA
- ❖ Restore the role of alternate members to that stated in the Compact, which provides for their participation only when primary members are absent
- ❖ End the custom of annual rotation of the Chairmanship and select a regionally-focused Chair from among its membership
- ❖ Increase the term of the Chair from one to two years
- ❖ Adopt a policy to limit use of the veto to matters relating to the budget or to system expansion
- ❖ Adopt a policy that all changes in committees and procedures require a majority vote of the Board and establish a formal committee structure with committees on governance, safety, and customer relations at a minimum
- ❖ Develop an orientation process and other leadership activities for Board members

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The Task Force recommends that the Signatories to the WMATA Compact initiate action to make the following changes to the Compact:

- ❖ Give the Appointing Authorities greater flexibility to select the most qualified Board members, whether they be elected or non-elected
- ❖ Eliminate the role of alternates and increase the number of primary members from two to three for each Appointing Authority, resulting in a 12-member Board, with one member appointed by the Chief Executive of each Signatory
- ❖ Enable the WMATA Governance Commission to appoint a Chair from outside the Board's membership, agree on the compensation for the Chair, and increase the length of the Chair's term to four years
- ❖ Determine the appropriate role for the veto in WMATA's decision-making process, and give serious consideration to eliminating it entirely

The multi-state agreement that created WMATA and helped build a world-class transit system endures as a visionary example of regional leadership. In that spirit, the Task Force calls on today's leaders to demonstrate the same level of regional cooperation and commitment to improve WMATA's governance and ensure Metro's success in the coming decades.



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## Section 1: Introduction

### *1a. Issue Statement*

Once considered a high-performing, world-class transit system, Metro has deteriorated in recent years, experiencing fatal accidents, management instability, overcrowded trains and buses, broken escalators, and unsatisfactory service reliability. A growing number of area leaders and industry experts believe the Washington Metropolitan Area Transit Authority's (WMATA) governance structure has significantly contributed to its current problems. **There is concern that Metro's troubling decline in performance will continue unless fundamental changes are made to improve governance, leadership, and accountability at WMATA.**

Concern over WMATA's governance is not new. In 1982, a study commissioned by the Greater Washington Research Center concluded that while the composition of the Board may have been appropriate to plan and construct Metrorail, "it is entirely unsuitable for overseeing the management of an operating transit system."

Some assert a lack of dedicated funding is the sole source of WMATA's problems. While dedicated funding for WMATA should be vigorously pursued, and regional leaders need to spearhead this effort, funding remains a serious challenge for most transit agencies, including those with dedicated funding. Given the economic downturn, transit agencies with dedicated funding tied to tax revenues are in difficult financial straits, yet they are not experiencing the same problems as WMATA.

In 2005, a panel sponsored by the Greater Washington Board of Trade (BOT), Metropolitan Washington Council of Governments (COG), and Federal City Council raised concerns about management effectiveness and accountability at WMATA. The panel, which helped secure a federal funding agreement for Metro, stressed that "progress in this regard will be critical in achieving public acceptance for new revenues."

In a March 2010 report requested by WMATA, former General Manager (GM) David Gunn noted a **"staggering loss" of talented staff members and poor morale**, illustrated by an absentee rate of more than 7.5 percent compared with an industry average of about 4 percent. Currently, WMATA is searching for a new GM to lead the \$2.2 billion-a-year agency of almost 11,000 employees. WMATA has had two GMs and two interim GMs in the past five years.

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In an April 2010 report, the Congressional Research Service (CRS) highlighted concerns that **“the Board lacks the subject expertise and political independence” necessary to make the best decisions for WMATA.** At a time when WMATA needs leadership, news accounts have revealed poor attendance by Board members. In addition, more than a year after a Compact change added four federal members to the Board, two seats remain vacant.

In a June 2010 report on the fatal Fort Totten accident, the National Transportation Safety Board (NTSB) noted **“inadequate” and “ineffective” safety oversight by the WMATA Board and the Tri-State Oversight Committee.** The accident was not an aberration. NTSB Chairman Deborah Hersman highlighted an “anemic safety culture” and “layers of safety deficiencies” and said “Metro was on a collision course long before this accident.” Derailments of in-service trains have increased in the last decade, and eight Metrorail employees have died in the past five years.

Even as the system’s performance has declined, the region’s stake in Metro has grown considerably. Metro provides 1.2 million daily transit trips, reduces traffic congestion, improves air quality, attracts businesses and concentrated development around its stations, strengthens government tax bases, serves large numbers of visitors to the nation’s capital, and fulfills a key role in homeland security evacuation plans.

In response to the growing concerns about WMATA’s governance and because the region’s future success is so closely tied to Metro’s performance, the Board of Trade and Council of Governments created a Joint WMATA Governance Review Task Force.

### ***1b. Mission of the Task Force***

In June 2010, the Task Force commenced its work with a mission to recommend improvements in the transit agency’s governance to ensure the highest performing and sustainable transportation system for the Washington metropolitan area. The Task Force is composed of 18 current and former elected officials, government managers, and business leaders. It met 16 times between June and October and received input from 47 officials, stakeholders, and experts, including current and former WMATA Board members and General Managers. The Task Force also received public comment in an initial meeting and on COG’s website, reviewed scholarly articles and studies, and examined governance arrangements for WMATA and other transit and multi-state public sector organizations.

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### ***Ic. Input from Regional Leaders, Stakeholders, and Other Individuals***

The Task Force received input on WMATA and transit system governance from dozens of regional leaders, stakeholders, and other individuals.

#### **U.S. Congress**

Benjamin Cardin (MD)  
Christopher Dodd (CT)  
Barbara Mikulski (MD)  
Mark Warner (VA)  
Gerald Connolly (VA)  
Donna Edwards (MD)  
Dutch Ruppersberger (MD)  
Frank Wolf (VA)  
*Tom Davis (VA)*

#### **WMATA Board Members**

Peter Benjamin  
Catherine Hudgins  
Neil Albert  
Mortimer Downey  
Elizabeth Hewlett  
Christopher Zimmerman  
Jim Graham  
Marcel Acosta  
William Eulle  
*Joe Alexander*  
*Katherine Hanley*  
*Emeka Moneme*

#### **State Transportation Secretaries/Directors**

Sean Connaughton (VA)  
Gabe Klein (DC)  
Beverly Swaim-Staley (MD)  
*Pierce Homer (VA)*  
*John Porcari (MD, current USDOT deputy director)*  
*David Winstead (MD)*

#### **WMATA General Managers**

Richard Sarles (Interim)  
*John Catoe*  
*David Gunn*  
*Richard White*

#### **Industry Experts**

Gus Bauman, Of Counsel, Beveridge & Diamond, PC  
Steve Bland, CEO, Port Authority of Allegheny County  
Anthony Coscia, Chairman of the Board of Commissioners, Port Authority of New York and New Jersey  
Lynn Hampton, President and CEO, Metropolitan Washington Airports Authority  
Deborah Hersman, Chairman, National Transportation Safety Board  
*Les Sterman*, Former Executive Director, East-West Gateway Council of Governments (St. Louis)  
*Jim Wilding*, Former President and CEO, Metropolitan Washington Airports Authority  
Michael Wilson, Senior Executive, Public Transportation, North America, Accenture

#### **Stakeholders**

Michael Brownell, Member, WMATA Accessibility Advisory Committee  
Robert Chase, President, Northern Virginia Transportation Alliance  
Francis DeBernardo, Chairman, WMATA Riders Advisory Council  
Ben Ross, President, Action Committee for Transit  
Stewart Schwartz, Executive Director, Coalition for Smarter Growth  
Lateefah Williams, Policy and Legislative Director, ATU-Local 689

#### **Academics**

Chris Higgins, Master of Public Policy and Administration, McMaster University  
*Richard Soberman*, Former Chair of Civil Engineering, University of Toronto

*Italicized names indicate former position*

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## Section 2: The Current State of WMATA Governance

### 2a. WMATA's Creation

**I**n November 1966, President Lyndon B. Johnson signed a bill to create WMATA. Later that month, the Governors of Maryland and Virginia and Commissioners of the District of Columbia<sup>1</sup> signed the WMATA Compact, an interstate agreement to plan, develop, finance, and cause to be operated a comprehensive mass transit system for the Washington Metropolitan area. In 1967, WMATA was officially born.

Metrobus service began in 1973 when WMATA assumed the responsibility for operating four area bus systems. Metrorail started its first phase of operation in 1976; its original construction plan was completed in 2001. WMATA began its third transit service, MetroAccess, which provides paratransit service for people with disabilities, in 1994. Today, Metrorail is 106 miles and 86 stations, and a Dulles Rail extension will add 23 miles and 11 stations. Unlike its first five lines, WMATA is not constructing the Dulles Rail line—the Metropolitan Washington Airports Authority is serving that role—but WMATA will operate the line upon its completion.

The WMATA Compact has been amended seven times, but only one amendment caused a significant change to its governance structure. In 2009, federal members were added to the WMATA Board to comply with a new federal-regional dedicated funding agreement. Amendments may be adopted by legislative action of any of the Signatories that is concurred with by all of the other Signatories and consented to by Congress.

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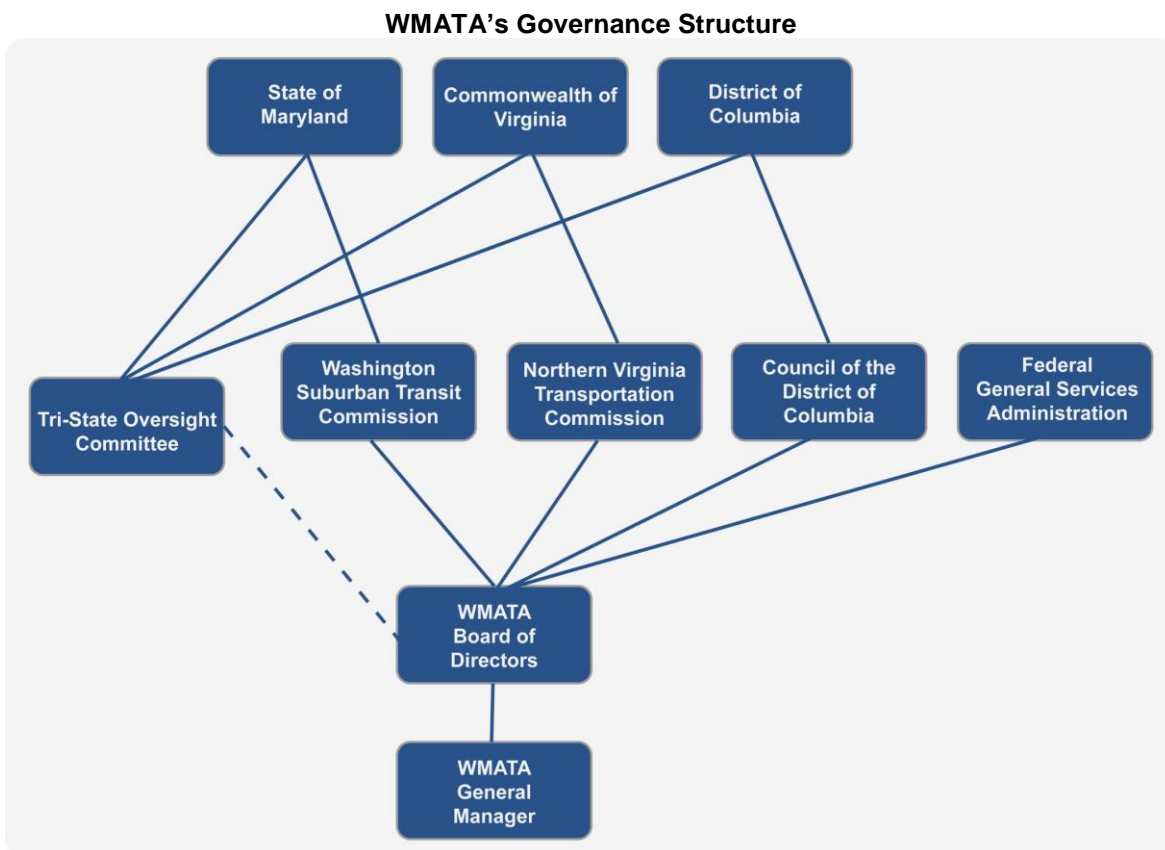
<sup>1</sup> Before home rule, the Board of Commissioners administered the District of Columbia. Today, the Mayor is the Chief Executive of the District of Columbia.

## 2b. WMATA's Governance Structure

The Compact sets out the organizational mission of WMATA as follows:

- ❖ Plan, develop, finance, and cause to be operated improved transit facilities in coordination with transportation and general development planning for the Zone<sup>2</sup> as part of a balanced regional system of transportation, using to their best advantage the various modes of transportation
- ❖ Coordinate the operation of the public and privately owned or controlled transit facilities, to the fullest extent practicable, into a unified regional transit system without unnecessarily duplicating service
- ❖ Serve such other regional purposes and perform such other regional functions as the signatories may authorize by appropriate legislation

A full examination of WMATA's governance must consider all the key players involved in governing the transit agency. To make changes to WMATA's governance structure, the following entities must be engaged:



<sup>2</sup> The Zone currently comprises Montgomery County and Prince George's County in Maryland; Alexandria, Arlington County, Fairfax, Fairfax County, Falls Church, and Loudoun County in Virginia; and the District of Columbia.



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*Signatories* – There are three Signatories to the Compact: the State of Maryland, the Commonwealth of Virginia, and the District of Columbia. They may amend the Compact with the consent of Congress.

*Appointing Authorities* – There are four Appointing Authorities in the Compact: for Maryland, the Washington Suburban Transit Commission (WSTC); for Virginia, the Northern Virginia Transportation Commission (NVTC); for the District of Columbia, the Council of the District of Columbia; and for the federal government, the General Services Administration. Each authority independently appoints two primary members and two alternate members to the WMATA Board. These entities have different criteria for appointing members to the WMATA Board.

- ❖ The **WSTC** appoints its primary and alternate WMATA Board members from among its membership. Traditionally, WSTC members appointed by the Governor are appointed as the two primary WMATA Board members. WSTC members appointed by Montgomery County and Prince George’s County are appointed as the WMATA alternates. WSTC’s membership is composed of seven members—two are chosen by Montgomery County, two are chosen by Prince George’s County, and three are chosen by the Governor with advice and consent from the State Senate.
- ❖ The **NVTC** appoints its primary and alternate WMATA Board members from among its membership. Traditionally, NVTC members from Arlington County and Fairfax County serve as the primary WMATA Board members, while NVTC members from Alexandria and Fairfax County serve as the WMATA alternates. NVTC’s membership is mandated by state statute to comprise 20 state and local elected officials plus one member appointed by the State Secretary of Transportation.
- ❖ The **D.C. Council** traditionally appoints one elected official from among its membership and one appointed official from the Mayor’s administration to serve as its primary WMATA Board members. The same arrangement is used for its alternate members.
- ❖ The federal **General Services Administration** appoints primary members and alternates to serve on the WMATA Board for the federal government. One of the primary members must be a regular passenger and customer of WMATA’s bus or rail service. Two of these positions are currently unfilled.

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*Board of Directors (Board)* – The Compact states that the Board is responsible for providing for its own organization and procedures, and annually adopting a capital budget and a current expense budget. Service performed and the rates and fares to be charged for such service are subject to the sole and exclusive jurisdiction of the Board. All WMATA officers are appointed and may be removed by the Board.

The Compact includes a number of provisions regarding the Board’s structure:

- ❖ There shall be 16 members, with the four Appointing Authorities each selecting two directors and two alternate members
- ❖ Alternates shall act only in the absence of “their member”
- ❖ Members representing the State of Maryland and the Commonwealth of Virginia shall be appointed from among members of the appointing entity (the Washington Suburban Transit Commission and the Northern Virginia Transportation Commission respectively) for a coincident term to their membership of the appointing entity
- ❖ The Chairman and Vice Chairman shall be elected annually by members of the Board
- ❖ Decisions at Board meetings shall be made according to a majority vote, but at least one member or eligible alternate member from each signatory must vote affirmatively (commonly referred to as the jurisdictional veto)
- ❖ The Board shall set its own organization and procedures
- ❖ Members of the Board and alternates shall serve without compensation, but may be reimbursed for necessary expenses

There are several practices that have been adopted by the WMATA Board that are not specified in the Compact, but which are relevant to a discussion regarding WMATA’s governance:

- ❖ The Board annually elects a Chair, Vice Chair, and Second Vice Chair and rotates these offices among the three signatory jurisdictions
- ❖ Full Board meetings are held once or twice each month; an Executive Session (closed to the public) is held prior to each meeting
- ❖ Committees, their Chairs, and their voting members (which include alternates) are determined annually by the Board Chair

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- ❖ Six committees are defined in the 2010 Board Procedures: Finance and Administration; Policy, Program Development and Intergovernmental Relations; Joint Development and Real Estate; Jurisdictional Coordinating; Customer Service and Operations; and Safety and Security<sup>3</sup>
  - ❖ Committees meet at least once each month

It should be noted that no term limits for Board members are stipulated by the Compact, and none have been introduced as part of the Board's processes and procedures. However, the first federal members of the Board were appointed for terms of four years.

*General Manager* – The Compact states that the General Manager shall be the chief administrative officer of WMATA and, subject to policy direction by the Board, shall be responsible for all activities of WMATA.

*Tri-State Oversight Committee (TOC)* – The Tri-State Oversight Committee (TOC) was created in 1997 in response to a federal regulation, which required specially designated state agencies to provide safety oversight of rail systems that were not already regulated by the Federal Railroad Administration. In locations where a rail system operates in more than one state, each of the affected states may designate its own oversight agency, or the states may collectively designate a single agency. Opting for the latter, the three WMATA Signatories signed a memorandum of understanding to establish the TOC. Each of the Signatories has two representatives. No special qualifications are required to serve on the committee.

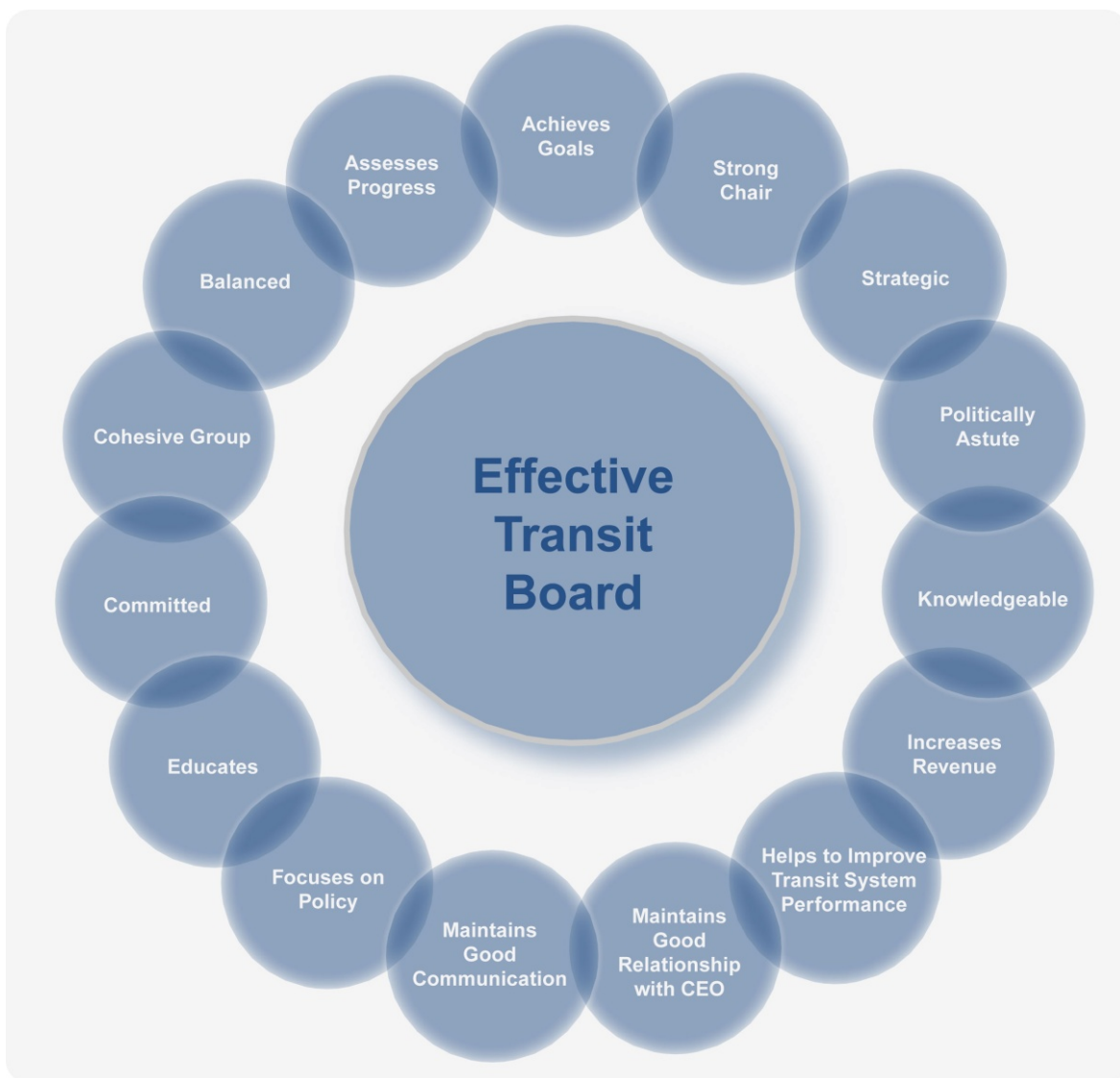
Before the Fort Totten accident, the TOC met once per quarter, but it has since met more frequently. The TOC has no physical office location, and only one of its six members is assigned to work for the committee full-time. A majority vote is required for the TOC to take any official action, but its role is largely restricted to one of reviewing safety practices and procedures. The TOC cannot establish or enforce standards of performance for WMATA, nor can it force WMATA to comply with its own standards and procedures. In performing its oversight responsibilities, the TOC's primary activities include approving WMATA's system safety program plan and reviewing the findings of WMATA's safety reviews. The TOC also conducts on-site safety reviews every three years to determine whether WMATA's safety practices and procedures comply with the system safety program plan. Any areas identified as requiring remedial action are incorporated into a corrective action plan.

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<sup>3</sup> The Board created a Safety and Security Committee in September 2010 following National Transportation Safety Board recommendations that the Board exercise greater oversight over safety. Previously, the Board had combined safety with customer service and operations into one committee.

### 2c. WMATA's Governance Challenges

As described in the previous section, WMATA's complex governance structure involves nine distinct entities, as well as the Tri-State Oversight Committee. Each of the governing entities has a major part to play in ensuring that WMATA performs to the highest possible standards. However, the month-to-month governance of WMATA is primarily conducted in the Boardroom; thus, the Task Force deemed the effectiveness of WMATA's Board to be the logical starting point for its research. To this end, the Task Force considered relevant experience of other transit and public sector agencies, as well as scholarly articles on public sector governance models. The following diagram summarizes the characteristics that research by the Transportation Research Board of the National Academies (TRB) has shown to be important to the effective performance of a transit Board.



Staff rendering based on Transportation Research Board (TRB) research

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Preliminary research conducted by the Task Force demonstrated that the entities involved in WMATA's governance face several challenges that must be addressed as a matter of some urgency. These challenges may be brought into focus by the following questions, which were addressed by the Task Force during its five-month review.

### **Delineation of Responsibilities**

- ❖ Is there a clear delineation of responsibilities of the governing entities?
- ❖ What is the Board's focus? Should it be operational, policy-making or strategic?
- ❖ Does the Board micro-manage, and how may such a tendency be limited?
- ❖ Does the General Manager have sufficient authority to run the organization?
- ❖ How can the relationship between the Board and General Manager be enhanced?
- ❖ Do appointing officials provide sufficient oversight? Are they accountable?

### **Composition of the Board**

- ❖ Does the selection process for Board members yield the ideal composition?
- ❖ Should there be more uniformity to how members are selected?
- ❖ Does the Board possess the appropriate mix of skills?
- ❖ Is there a sufficient incentive to seek long-term solutions to challenges?
- ❖ Is there sufficient motivation to serve the interests of the system as a whole?
- ❖ What should be the role of the alternate members?
- ❖ Are the compensation arrangements for Board members desirable and/or appropriate?
- ❖ Should formal term lengths and/or limits be introduced?

### **Role of the Chair**

- ❖ Does the practice of annual rotation undermine WMATA's performance?
- ❖ Does the Chair have appropriate authority over members from other jurisdictions?
- ❖ How should the Board Chair be selected to ensure a regional perspective?
- ❖ What is the appropriate term length for the Chair?

### **Decision-Making**

- ❖ Does the veto help or hinder consensus-building on the Board?
- ❖ Do Board members sometimes prioritize jurisdictional interests over those of the region? Is this desirable, and if not, how may it be prevented?
- ❖ Are the frequent changes to Board procedures detrimental to the organization?
- ❖ Do Board members participate in formal orientation/ongoing training programs?



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## Section 3: Relevant Experience from other Governance Models

### 3a. Delineation of Responsibilities

**M**ultiple players are involved in the governance of public transit systems. Chief Executives/General Managers oversee their day-to-day management. According to the American Public Transportation Association (APTA), approximately 90 percent of transit systems have a Board of Directors, which are primarily responsible for policymaking. State Safety Oversight agencies oversee rail systems that are not federally regulated. And the authorities that appoint the transit Boards are responsible for their Board members' performance. The literature and interviews conducted by the Task Force emphasized that a transit system's success requires *all* the entities involved in governing the system to have clearly delineated responsibilities and a commitment to adhere to them.

An Independent Public Inquiry in Sydney stressed the importance of establishing boundaries to cultivate trust and stability and deter micro-management. It determined that successful public transport governance authorities “have all thought through how to put some boundaries around the authority of the Minister of Transport and other elected officials, such that the government is fully in control of setting policies that reflect its values but is not micro-managing the work of the agency.” The Task Force reviewed transit authorities that recently made major governance changes and placed an emphasis on clearly delineating governance and management responsibilities. For example, in Pittsburgh, the Port Authority of Allegheny County (PAAC) recently changed its governance structure to better define responsibilities for its Board, and introduced a “Limits of Authority Policy” to affirm that “it is not the role of the Board nor of individual Board members to become involved in the day-to-day administration of the Authority's activities.”

In the case of WMATA, its Signatories and Appointing Authorities have never undertaken a governance review, nor have they clearly defined the Board's role and responsibilities. Currently, the Board defines its role as follows:

The Metro Board of Directors determines agency policy and provides oversight for the funding, operation, and expansion of safe, reliable, and effective transit service within the Transit Zone. The authority of the Board of Directors is vested in the collective body and not in its individual Members. Accordingly, the Board, in establishing or providing any policies, orders, guidance, or instructions to the General Manager or WMATA staff, shall act as a body. No Member individually shall direct or supervise the General Manager or any WMATA employee or contractor.<sup>4</sup> (WMATA Board Procedures)

Despite this statement, a majority of the current and former WMATA Board members, GMs, and stakeholders interviewed by the Task Force expressed concern that the roles and responsibilities among the governing entities of WMATA remained unclear. Many said this confusion has led to questions over who is accountable for issues like day-to-day management, operations, and communications.

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<sup>4</sup> In September 2010, at the recommendation of NTSB, the WMATA Board changed its role to include the words “safe, reliable, and effective” before transit service.

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The Task Force interviews and recent studies most often pointed to the topic of safety as the best illustration of the lack of clarity on roles and responsibilities at WMATA. The NTSB found the Board, TOC, and WMATA management did not work together to address the transit system's safety needs. It said that the TOC was "ineffective in providing proper safety oversight of the transit system and that the WMATA Board did not seek adequate information about, nor did it demonstrate adequate oversight to address, the number of open corrective action plans (CAPs)." In February 2010, the NTSB noted that a total of 48 CAPs from previous triennial audits were still unresolved. This included 9 CAPs from events in 2004, 6 from 2005, 6 from 2006, 11 from 2007, and 13 from 2008.

The Task Force's research and interviews also stressed the importance of positive and supportive working relationships between transit Boards and the General Manager and senior support staff. According to the Congressional Research Service (CRS), WMATA's current structure results in the general manager being heavily constrained by the Board in his or her ability to make crucial decisions on what would otherwise be viewed as normal business activities in a private sector transportation firm. CRS also noted that WMATA's GM position has lacked continuity and been a "flashpoint" for controversy. In the past five years, WMATA has had two GMs and two interim GMs, and it is currently searching for a permanent candidate.

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### ***3b. Composition of the Board***

Research conducted by the Task Force revealed that the process for selecting transit Board members differs significantly from one organization to the next. There are several types of transit Boards, the most notable of which are the following:

- ❖ Boards composed of elected officials
- ❖ Boards whose members are appointed by elected officials
- ❖ Publicly elected Boards
- ❖ Mixed (or hybrid) Boards

The composition of transit Boards is a much-debated subject. Most of the literature favors a Board of appointed members, asserting that elected officials have difficulty in focusing on the long-term needs of a regional system because the short-term needs of their constituents are more critical. It is also argued that this potential conflict of interest can encourage Board members to engage in matters that are the proper domain of management and that a Board composed entirely of elected officials may lack the necessary expertise to function effectively.

While many stakeholders the Task Force heard from were sympathetic to the views expressed in the literature, a significant number expressed strong reservations, arguing that a Board of appointed members would lack the transparency and accountability that befits an organization like WMATA. This division is best illustrated by the fact that certain stakeholders held up the appointed Board of the Metropolitan Washington Airports Authority (MWAA) as a model for WMATA to aspire to, while others were dismayed by such a prospect. The lack of consensus among local stakeholders on this matter is consistent with the experiences of other cities, such as Toronto, that have struggled to decide on the best type of transit Board over the years. There was, however, broad agreement that a publicly elected WMATA Board would not be well-suited to the particular needs of the region.

The TRB does not strongly advocate a particular Board type, but it suggests that a transit Board must be *balanced* to perform effectively. This means that it should include members from a variety of backgrounds such as politics, business, finance, marketing, and law. Furthermore, membership should be based on potential members' interest in public transit and on their commitment to the system's mission, values, and vision.

Interviews conducted by the Task Force brought to light the potential problem of political patronage on Boards of appointed members. The experience of other cities has demonstrated that the appointment process for Boards of appointed members must be carefully designed to ensure selections are based on merit. Several organizations have dealt with this issue by putting in place some kind of nomination process, whereby one authority identifies suitable persons and another authority makes the appointments. Three such examples are TransLink in Vancouver, the Bi-State Development Agency in St. Louis, and DC Water in Washington, DC.

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The Task Force found there to be a lack of literature that deals with the matter of alternate members on a transit Board. This is no doubt because of the rarity of such an arrangement. Of the many other transit authorities across the U.S. that were considered by the Task Force, none have alternate members.

Board size has largely remained constant for most transit authorities in recent decades, typically ranging between seven and 10 members, although the evidence from authorities that have enacted recent governance changes indicates a trend toward larger Boards.

The Task Force found that terms for transit Board members vary in length and that some authorities permit multiple terms to be served while others do not. Term lengths for Board members usually range from one to five years, but a three- or four-year term is typical, and some authorities stagger terms to ensure continuity. According to the TRB, term limits for Board members are an effective way to ensure Board vitality and new ideas. As the WMATA Board does not currently stipulate term lengths other than for the federal appointees, two members and one alternate member have served for more than a decade. Among transit authorities surveyed by this Task Force, Los Angeles MTA and Transport for London were the only authorities other than WMATA to permit their Board members to serve indefinitely.

Regarding the matter of Board member compensation, there is a lack of uniformity among WMATA's Appointing Authorities. The TRB found that fewer than 15 percent of transit Boards compensate members for their time or expenses. Their research indicates that compensation has a very weak influence on the effectiveness of transit Boards.

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### *3c. Role of the Chair*

Based on the literature and the testimony of many of those interviewed, it is clear to the Task Force that a strong Chair is essential for a transit Board to operate effectively. According to APTA, the Chair should keep the Board focused on its mission and the needs of the region, lead the Board's communications with the GM, and share with the GM the responsibility for orienting the authority to the future. APTA also recommends that he or she should educate other Board members and cultivate among them a strong sense of accountability.

While term lengths for Chairs vary considerably among authorities, they are typically longer than is the case at WMATA and are commonly between two and five years. The Task Force's research indicates that Los Angeles MTA is the only other major U.S. transit authority to appoint a different Chair every year. Like WMATA, the short term length of the Chair at Los Angeles MTA is combined with a policy of rotating the Chairmanship among jurisdictions. In St. Louis, where the Chairmanship typically alternates between Missouri and Illinois, the term length is two years.

A variety of methods may be employed to appoint a Chair, but in the majority of cases, transit Boards elect the Chair from among their members. Other noteworthy methods include those of Metrolinx in Toronto, where the Provincial government appoints the Chair, and the New York MTA, where a gubernatorial appointee combines the roles of Chair and Chief Executive Officer.



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### **3d. Decision-Making**

The Task Force’s research and interviews emphasized that cohesion is one of the most integral characteristics of an effective transit Board. The TRB recommends that individual agendas should be eliminated or decreased for the good of the transit system and that Board members should be team players who are willing to support the majority decision.

Unlike most authorities reviewed by the Task Force, Board decisions are not based solely on the vote of the majority at WMATA because of the provision of a jurisdictional veto. Some experts have questioned this decision-making arrangement. The Greater Washington Research Center found that “because of the structure of the WMATA board as a forum for inter-jurisdictional political negotiation, almost every aspect of Metro planning and operations becomes a subject for political consideration.” The Congressional Research Service said jurisdictions have occasionally “threatened to withhold, eliminate, or unilaterally reduce their annual contributions on the ground of perceived inequities.” While many stakeholders expressed such views to the Task Force, several argued that the veto is beneficial to regional decision-making due to WMATA’s unique, multi-state arrangement.

Committees play a role in the decision-making process of most transit Boards. The transit and public sector Boards studied by the Task Force range from having one to nine committees. WMATA presently has six committees. These committees, their members, and the Board Procedures, are subject to change annually with each new Board Chair. Following the 2009 fatal train collision, the NTSB called on the Board to elevate its safety oversight role. It noted its safety concerns with WMATA dated back to 1996 during an investigation of a Metrorail collision at the Shady Grove station, which determined that “WMATA employees reported a perceived lack of communication and a sense of information isolation within the organization.” During this time span, WMATA’s internal safety operations have been restructured several times. In September 2010, the Board created a committee dedicated to safety and security. The Board had previously combined safety, customer service, and operations in one committee.

Many of those interviewed by the Task Force have suggested that the Board should include an orientation process and leadership activities to build cohesion among its members. Research by APTA recommends these programs so Board members understand their role and responsibilities and the system’s operations, budget, funding, and strategic planning. In the past, WMATA held an annual retreat, which brought together Board members and management as well as regional elected officials and stakeholders, but that program has been discontinued.

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## Section 4: Findings and Recommendations

### 4a. Delineation of Responsibilities

The Task Force finds the entities involved in WMATA governance—the Board, General Manager, Tri-State Oversight Committee, Appointing Authorities, and Compact Signatories—lack clear delineation of their responsibilities. The research and interviews conducted by the Task Force revealed that the Signatories and Appointing Authorities do not meet to review WMATA on a regular basis and have never set uniform expectations or role descriptions for their Board members.

Based on evidence gathered by the Task Force, the lack of delineation of responsibilities has created an environment where there is no clear understanding of who is accountable for issues such as day-to-day management, communication, operations, and safety. The Task Force is concerned that this lack of clarity has constrained the GM and contributed to the historically high rate of turnover of the position.

Because of WMATA’s complex structure, it is vital that the entities involved in its governance meet on a regular basis. In April 2010, Maryland Governor Martin O’Malley, Virginia Governor Robert McDonnell, and District of Columbia Mayor Adrian Fenty met to agree on a plan of action to cooperatively address WMATA’s safety problems, focusing on improvements to the TOC.

*“There is no clear understanding of who is accountable for issues such as day-to-day management, communication, operations, and safety.”*

The Task Force welcomes the spirit of cooperation that the Signatories demonstrated through its April 2010 meeting and urges them to work together with the Appointing Authorities to improve governance, leadership, and accountability at WMATA.

Finding	Recommendations	
<p>WMATA's Signatories and Appointing Authorities do not meet, and they have never agreed to uniform expectations or role descriptions for their Board members. This has resulted in a lack of clear delineation of responsibilities among WMATA's governing entities.</p>	<p><b>Immediate</b></p>	<p>The <b>Signatories</b> and the <b>Appointing Authorities</b> should come together to form a <b>WMATA Governance Commission</b>, to make improvements to the authority's governance structure and hold the Board accountable for its performance. The Signatories and Appointing Authorities should devote resources to staffing the Commission and commit to meeting on a regular basis, at least twice a year.</p> <p>The Commission should be composed of seven members:</p> <ul style="list-style-type: none"> <li>❖ Maryland Governor</li> <li>❖ Virginia Governor</li> <li>❖ District of Columbia Mayor</li> <li>❖ Washington Suburban Transit Commission Chair</li> <li>❖ Northern Virginia Transportation Commission Chair</li> <li>❖ District of Columbia Council Chair</li> <li>❖ General Services Administration Administrator</li> </ul>
	<p><b>Immediate</b></p>	<p>The <b>WMATA Governance Commission</b> should clearly define the Board's responsibilities and set a uniform job description. This should be done before the current Board selects a new Chair.</p>
<p>The lack of clear delineation of responsibilities between the Board and WMATA management has constrained the GM and contributed to the historically high rate of turnover at the position.</p>	<p><b>Immediate</b></p>	<p>The <b>Board</b> should define the GM as WMATA's Chief Executive Officer and give him/her clear authority and autonomy to oversee day-to-day management of WMATA. Ideally, this should be done before the Board selects a new GM.</p>

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#### **4b. Composition of the Board**

The Task Force finds that significant improvements to the Board’s effectiveness can be achieved by identifying instances where its structure lags behind best practices in the transit sector or where it does not encourage Board members to act in the best interests of the system and the region.

The selection process for Board members is not well-suited to ensuring the Board has the right blend of attributes to perform effectively. There are two main reasons why this is the case. First, there is not an agreed role profile for either the Board as a whole or for individual Board members. Second, the Appointing Authorities do not consult with one another when it comes to selecting Board members; this is inherently likely to result in an *unbalanced* Board.

The Task Force has some reservations regarding the current composition of the Board; specifically, it is not convinced that elected officials are able to adopt a long-term, regional perspective. For example, they may elect to postpone vital investment to avoid service cuts or fare increases that are unpopular with their local constituents. However, the Task Force recognizes the concerns that some stakeholders have expressed about the potential for a Board of appointed members to operate with less transparency than is presently the case.

*“The selection process for Board members is not well-suited to ensuring the Board has the right blend of attributes to perform effectively.”*

The Task Force researched the flexibility available to each appointing authority within the existing appointment process. The Appointing Authorities for Maryland, the District of Columbia, and the federal government appear to be free to appoint elected or non-elected officials. Any change to their existing selection processes would simply require a change of policy. Virginia does not have the same flexibility. The NVTC could appoint one non-elected official by selecting the one member who is appointed by the State Secretary of Transportation, but the second appointment from Virginia currently has to be an elected official, as state statute mandates that the remaining 20 members of the NVTC Board all be elected officials.

Through its research, the Task Force heard a wide variety of views concerning the appropriate role of alternates, which ranged from giving them more power to eliminating them altogether. The Task Force has serious concerns regarding the role of alternate members on the Board, which includes voting on Board committees. Not only is it unusual to have alternate members on a transit Board, but the Compact explicitly states that alternates should act only in the absence of their jurisdictions’ members.

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The Task Force is not of the opinion that the size of the WMATA Board represents a problem. However, if the role of the alternate members were to be eliminated, a small increase in the number of primary members would be appropriate. Additionally, the situation may need to be reassessed in the event that future expansion of the system results in other jurisdictions having a significant stake in WMATA's performance.

Based on evidence gathered through its research, the Task Force does not believe that the Appointing Authorities should permit their representatives to serve on the WMATA Board indefinitely. The Task Force recognizes the value of experience on transit Boards. But the current situation at WMATA is contrary to best practice, it is inconsistent among Appointing Authorities, and it compromises Board vitality.

The Task Force finds that the current compensation arrangements for WMATA Board Members require revision. The Compact requires that Board members and alternates shall serve without compensation. It is for the Signatories and Appointing Authorities to decide whether there is a compelling case for compensating Board members, but the current lack of consistency is illogical and runs contrary to the spirit of regional cooperation.



Finding	Recommendations	
There are no criteria or procedures in the current appointment process to ensure the WMATA Board collectively has the balance of attributes it needs to perform effectively.	<b>Immediate</b>	The <b>WMATA Governance Commission</b> should agree to and implement a coordinated process for appointing a Board with the right balance of attributes to serve WMATA and the region.
	<b>Compact Change</b>	The <b>Signatories</b> should amend the Compact to enable the selection of the most qualified Board members, in line with the outcome of the previous recommendation. <sup>5</sup>
The role of alternate members of WMATA's Board is greater than that envisaged by the Compact, and it is unusual to have alternate members on a transit Board.	<b>Immediate</b>	The <b>Board</b> should restore the role of alternate members to that which is stated by the Compact – they should participate in WMATA's governance only when primary members are absent.
	<b>Compact Change</b>	The <b>Signatories</b> should eliminate the role of alternates and increase the number of primary members from two to three for each Appointing Authority, resulting in a 12-member Board. One member should be designated by the Chief Executive of each Signatory.
Board vitality is compromised by the lack of finite term lengths and limits.	<b>Immediate</b>	The <b>WMATA Governance Commission</b> should introduce 4-year terms, with a maximum of one renewal, for all Board members. Terms should be staggered to maintain experience and foster stability.
The lack of consistency among the Appointing Authorities as regards compensation arrangements is illogical and runs contrary to the spirit of regional cooperation.	<b>Immediate</b>	The <b>WMATA Governance Commission</b> should develop a uniform compensation policy for all members of the WMATA Board.

<sup>5</sup> The clearest example of a necessary Compact amendment is to enable the NVTC to make appointments to the WMATA Board from outside of the NVTC. This would give it the flexibility that is available to the other Appointing Authorities to appoint non-elected officials. Alternatively, a similar result could be achieved by amending state statute to include more non-elected officials on the NVTC Board.

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#### *4c. Role of the Chair*

The Task Force finds that the role of the Chair is not structured to provide strong leadership to the WMATA Board.

The rotation of the Chairmanship among jurisdictions diminishes the possibility of the Chair guiding all Board members to act in the best interests of the system and the region.

The Chair's role and responsibilities are not well defined. The Chair has no authority over members from other jurisdictions. For example, he or she is not empowered to prevent micro-management or encouraged to report non-attendance of members at Board and Committee meetings to the Appointing Authorities. He or she is also unable to prevent Board members from communicating mixed messages to the public and media.

A term length of one year is too short for the Chair to assume true leadership, and frequent changes in leadership can have a destabilizing effect on the Board's performance.

*“The role of the Chair is not structured to provide strong leadership to the WMATA Board.”*

Finding	Recommendations	
<p>The rotation of the Chairmanship among jurisdictions diminishes the possibility of the Chair guiding all Board members to act in the best interests of the system and the region.</p>	<p><b>Immediate</b></p>	<p>The <b>Board</b> should end the custom of rotating the Chairmanship. Instead, it should select a regionally-focused Chair from among its membership.</p>
	<p><b>Compact Change</b></p>	<p>The <b>Signatories</b> should amend the Compact to enable the WMATA Governance Commission to appoint a regionally-focused Chair from outside the Board's membership. They should also agree on appropriate compensation for the Chair, which can be made greater than for other Board members through a Compact amendment.</p>
<p>A term length of one year is too short for the Chair to assume true leadership.</p>	<p><b>Immediate</b></p>	<p>The <b>Board</b> should increase the term length of the Chair from 1 to 2 years.</p>
	<p><b>Compact Change</b></p>	<p>If the <b>Signatories</b> enact the recommended Compact change to enable the WMATA Governance Commission to appoint a Chair from outside the Board's membership, they should enact a further change to increase the Chair's term length to 4 years.</p>
<p>The Chair's responsibilities are not clearly defined, and the Chair has no authority over other Board members.</p>	<p><b>Immediate</b></p>	<p>The <b>WMATA Governance Commission</b> should develop a role description that clearly defines the Chair's responsibilities and helps to ensure the Chair has sufficient authority to assume a true leadership role.</p>

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#### **4d. Decision-Making**

The Task Force finds that the current state of WMATA’s governance structure does not encourage the Board to act as a cohesive, regional body. This is due to a number of factors including the inconsistent process by which the Appointing Authorities select Board members and lack of clearly delineated responsibilities. The Task Force finds that the threat of using the veto has sometimes acted as an impediment to making the best regional decisions. Thus, options for using the veto should be limited, and serious consideration should be given to eliminating it altogether.

The Task Force finds that WMATA’s committees and Board Procedures should not be subject to change by each new Board Chair on an annual basis. Regardless of the term length of the Board Chair, changes to the standing committee structure and formal Board procedures should require a majority vote by the Board. The Board should establish a committee structure that is better-suited to WMATA’s distinct characteristics and challenges, including stand-alone committees for governance, safety, and customer relations.

The Task Force finds that there is no orientation process or other leadership activities in place for Board members to prepare them for their role and responsibilities and develop a better understanding of the system’s operations, budget, funding, and strategic planning. An orientation process would have the added benefit of building cohesion among Board members.

*“The threat of using the veto has sometimes acted as an impediment to making the best regional decisions.”*

Finding	Recommendations	
<p>The Task Force finds that the threat of using the veto has sometimes acted as an impediment to making the best regional decisions.</p>	<p><b>Immediate</b></p>	<p>The <b>Board</b> should adopt a policy to limit use of the veto to matters relating to the budget or to system expansion.</p>
	<p><b>Compact Change</b></p>	<p>The <b>Signatories</b> should determine the appropriate role of the veto in WMATA's decision-making process, and give serious consideration to eliminating it entirely.</p>
<p>The Task Force finds that WMATA's committees and Board Procedures should not be subject to change by each new Board Chair, and that its standing committee structure could be improved.</p>	<p><b>Immediate</b></p>	<p>The <b>Board</b> should adopt a policy that all changes to committees and procedures require a majority vote, and it should establish a committee structure that is better-suited to WMATA's distinct characteristics and challenges, including stand-alone committees for governance, safety, and customer relations.</p>
<p>Board members lack an orientation process and other leadership activities to prepare them for their role and responsibilities, develop a better understanding of the system, and build cohesion.</p>	<p><b>Immediate</b></p>	<p>The <b>Board</b> should develop an orientation process and other leadership activities for Board members.</p>

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## Section 5: Conclusion

The Task Force finds that what may have been an appropriate governance structure for WMATA to build a new transit system in the 1960s is not appropriate to operate today's mature system. The current structure does not promote accountability or regional cohesion and, in a number of critical areas of governance, WMATA is out of step with the best practices employed by other leading transit authorities. Fundamental changes must be made for Metro to meet the region's needs.

The Task Force recommends that the Signatories and Appointing Authorities come together to form a WMATA Governance Commission to improve the authority's governance structure. The Task Force also recommends that the Board take a number of immediate actions to improve its effectiveness.

The multi-state agreement that created WMATA and helped build a world-class transit system endures as a visionary example of regional leadership. In that spirit, the Task Force calls on today's leaders to demonstrate the same level of regional cooperation and commitment to improve WMATA's governance and ensure Metro's success in the coming decades.



## Acronyms and Abbreviations

<b>APTA</b>	American Public Transportation Association
<b>BOT</b>	Greater Washington Board of Trade
<b>CAP</b>	Corrective Action Plan
<b>CEO</b>	Chief Executive Officer
<b>COG</b>	Metropolitan Washington Council of Governments
<b>CRS</b>	Congressional Research Service
<b>GM</b>	General Manager
<b>GSA</b>	General Services Administration
<b>MTA</b>	Metropolitan Transportation Authority
<b>NTSB</b>	National Transportation Safety Board
<b>NVTC</b>	Northern Virginia Transportation Commission
<b>TOC</b>	Tri-State Oversight Committee
<b>TRB</b>	Transportation Research Board of the National Academies
<b>WMATA</b>	Washington Metropolitan Area Transit Authority
<b>WSTC</b>	Washington Suburban Transit Commission

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## Appendix: Task Force Resources

A complete list of resources, including public comments received by the Task Force, can be found at: <http://www.mwcog.org/governancetaskforce>

### Selected Bibliography

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## Regions/Governance Structures Studied



<b>Atlanta</b>	Metropolitan Atlanta Rapid Transit Authority
<b>Boston</b>	Massachusetts Bay Transportation Authority
<b>Brisbane</b>	TransLink
<b>Chicago</b>	Chicago Transit Authority
<b>Dallas</b>	Dallas Area Rapid Transit
<b>Denver</b>	Denver Regional Transportation District
<b>Hong Kong</b>	Mass Transit Railway
<b>Houston</b>	Metropolitan Transit Authority of Harris County
<b>London</b>	Transport for London
<b>Los Angeles</b>	Los Angeles County Metropolitan Transportation Authority
<b>Minneapolis</b>	Metro Transit Minneapolis
<b>New York/ New Jersey</b>	New York Metropolitan Transportation Authority New Jersey Transit Authority Port Authority Trans-Hudson Corporation
<b>Perth</b>	Transperth
<b>Philadelphia</b>	Southeastern Pennsylvania Transportation Authority
<b>Pittsburgh</b>	Port Authority of Allegheny County, PA
<b>Portland</b>	Tri-County Metropolitan Transportation District of Oregon
<b>San Diego</b>	San Diego Metropolitan Transit System
<b>San Francisco/ San Jose</b>	San Francisco Municipal Railway San Francisco Bay Area Rapid Transit District Santa Clara Valley Transportation Authority

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<b>Singapore</b>	Land Transport Authority
<b>St. Louis</b>	Bi-State Development Agency
<b>Sydney</b>	State Transit Authority of New South Wales
<b>Toronto</b>	Metrolinx, Greater Toronto and Hamilton Toronto Transit Commission
<b>Vancouver</b>	Translink
<b>Washington</b>	Metropolitan Washington Airports Authority DC Water (formerly DC Water and Sewer Authority)
<b>Zurich</b>	Zurich Transport Network (ZVV)

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