

**BOARD OF ETHICS
WASHINGTON SUBURBAN SANITARY COMMISSION**

ADVISORY OPINION #A-05-06

SUBJECT: WHETHER THE WSSC CODE OF ETHICS PROHIBITS A WSSC TEAM CHIEF FROM SERVING ON THE BOARD OF DIRECTORS OF A BANK

On or about September 22, 2005, a top manager at WSSC employed as a Team Chief (hereinafter "the Requestor") submitted this request for an Advisory Opinion to the WSSC Board of Ethics. The question is whether he may accept an invitation to serve on the Board of Directors of a holding company which owns and operates a local bank.

The company extending the invitation to the Requestor owns and operates a bank that is currently headquartered in Charles County, Maryland and which has branch offices in both Charles and Prince George's Counties. The bank intends to open additional branch offices in Prince George's and Anne Arundel Counties. In addition, it plans to relocate its main offices from Charles County to Prince George's County in the near future.

The Requestor would be paid for his attendance at Board of Director meetings. In addition, he anticipates being assigned to the Audit Committee and states that he would be compensated for attending those meetings. As a member of the Board of Directors, he will be eligible to receive stock options. He states that his prescheduled WSSC commitments would take precedence over his commitments relating to his directorship. He intends to utilize accrued annual leave to attend Board of Director and Committee meetings. The company does not do business with WSSC and does not anticipate doing business with WSSC in the future. The only connection that the company has with WSSC is that WSSC provides water and sewer services to the Prince George's County branches.

Section 3-2 of the WSSC Code of Ethics concerns restrictions on outside employment and financial interests. Section 3-2 (a) provides:

General Restrictions. An employee must not engage in outside employment if the hours of such employment conflict with the employee's normal work shift at WSSC or where the outside employment is of such a nature which does or may create a conflict of interest or the appearance of a conflict of interest.

Having considered the above language, as well as the Code of Ethics as a whole, the Board finds that acceptance of the directorship would create an appearance of a conflict of interest. The Requestor is a top level manager who would be in the position of wearing two hats during working hours. He would be paid for his work on the Board of Directors. As a government employee holding a team chief position, there should be no

