

April 14, 2026

Katherine M. Smith
Designated Agency Ethics Official
U.S. Merit Systems Protection Board
1615 M Street, N.W.
Washington, DC 20419

Dear Ms. Smith:

The purpose of this letter is to describe the steps that I will take to avoid any actual or apparent conflict of interest in the event that I am confirmed for the position of Chairman of the Merit Systems Protection Board. It is my responsibility to understand and comply with commitments outlined in this agreement.

SECTION 1 – GENERAL COMMITMENTS

As required by the criminal conflicts of interest law at 18 U.S.C. § 208(a), I will not participate personally and substantially in any particular matter in which I know that I have a financial interest directly and predictably affected by the matter, or in which I know that a person whose interests are imputed to me has a financial interest directly and predictably affected by the particular matter, unless I first obtain a written waiver, pursuant to 18 U.S.C. § 208(b)(1), or qualify for a regulatory exemption, pursuant to 18 U.S.C. § 208(b)(2). I understand that the interests of the following persons are imputed to me:

- Any spouse or minor child of mine;
- Any general partner of a partnership in which I am a limited or general partner;
- Any organization in which I serve as an officer, director, trustee, general partner, or employee; and
- Any person or organization with which I am negotiating or have an arrangement concerning prospective employment.

In the event that an actual or potential conflict of interest arises during my appointment, I will consult with an agency ethics official and take the measures necessary to resolve the conflict, such as recusal from the particular matter or divestiture of an asset.

If I have a managed account or otherwise use the services of an investment professional during my appointment, I will ensure that the account manager or investment professional obtains my prior approval on a case-by-case basis for the purchase of any assets other than cash, cash equivalents, investment funds that qualify for the regulatory exemption for diversified mutual funds and unit investment trusts at 5 C.F.R. § 2640.201(a), obligations of the United States, or municipal bonds.

I will receive a live ethics briefing from an MSPB ethics officer after my confirmation but not later than 15 days after my appointment pursuant to the ethics program regulation at 5

C.F.R. § 2638.305. Within 90 days of my confirmation, I will submit my Certification of Ethics Agreement Compliance which documents my compliance with this ethics agreement.

I will not modify this ethics agreement without your approval and the approval of the U.S. Office of Government Ethics pursuant to the ethics agreement requirements contained in the financial disclosure regulation at 5 C.F.R. § 2634.803(a)(4).

SECTION 2 – PRIOR PARTICIPATION IN PARTY MATTERS AS A FEDERAL EMPLOYEE

I currently serve in the United States Air Force where I am a Deputy Staff Judge Advocate. Although the impartiality provisions of 5 C.F.R. § 2635.502 do not apply to other federal agencies, I have agreed that, for the duration of my appointment as Chairman, I will not participate personally and substantially in any particular matter involving specific parties in which I know I previously participated in this capacity, or in which I have reason to know I might participate in the future in this capacity, unless I am first authorized to participate, using the factors in 5 C.F.R. § 2635.502(d).

I was an employee in the United States Department of Veterans Affairs (“DVA”). Although the impartiality provisions of 5 C.F.R. § 2635.502 do not apply to other federal agencies, I have agreed that, for the duration of my appointment as Chairman, I will continue to not participate personally and substantially in any particular matter involving specific parties in which I know I previously participated at the Department of Veterans Affairs, unless I am first authorized to participate, using the factors in 5 C.F.R. § 2635.502(d).

SECTION 3 – ST. FRANCIS SCHOOL OF LAW

I previously resigned from my position as an adjunct professor at the St. Francis School of Law. Pursuant to the impartiality regulation at 5 C.F.R. § 2635.502, for a period of one year after my resignation, I will not participate personally and substantially in any particular matter involving specific parties in which I know the St. Francis School of Law is a party or represents a party, unless I am first authorized to participate, pursuant to 5 C.F.R. § 2635.502(d).

SECTION 4 – PUBLIC POSTING

I have been advised that this ethics agreement and the Certification of Ethics Agreement Compliance will be posted publicly, consistent with the public information law at 5 U.S.C. § 552, on the website of the U.S. Office of Government Ethics with ethics agreements of other Presidential nominees who file public financial disclosure reports.

Sincerely,

James J. Woodruff II