

# ALAMEDA-CONTRA COSTA TRANSIT DISTRICT



## STAFF REPORT

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**MEETING DATE:** 7/9/2025

**Staff Report No. 25-358**

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**TO:** AC Transit Board of Directors  
**FROM:** Linda A. Nemeroff, Board Administrative Officer/District Secretary  
**SUBJECT:** Board Policy 101

### ACTION ITEM

**AGENDA PLANNING REQUEST:** ☐

**RECOMMENDED ACTION(S):**

Consider approving amendments to Articles 1, 2, and 3 of Board Policy 101, Board of Directors Rules for Procedure.

Staff Contact:  
Linda A. Nemeroff, Board Administrative Officer/District Secretary  
Aimee L. Steele, General Counsel/Chief Legal Officer

**STRATEGIC IMPORTANCE:**

There is no strategic importance associated with this report.

**BUDGETARY/FISCAL IMPACT:**

There is no budgetary or fiscal impact associated with this report.

**BACKGROUND/RATIONALE:**

Board Policy 101 sets forth the Board's administrative rules and procedures and the policy is regularly updated to reflect changes in the law and the needs of the Board. Because Board Policy 101 is extensive and can be difficult to digest, staff plans to bring amendments to the Board over the course of several meetings. A summary of amendments to Articles 1 through 3 are as follows:

**Article 1 - The Agency**

This article has been reviewed and only needs a minor grammatical correction.

**Article 2 - Board of Directors**

**Article 2, Section 2.7 - Conflicts of Interest**

This section is updated to enhance transparency and accountability within the Board to prevent conflicts of interest and ensure Boardmembers act in the best interest of the District without personal financial gain. Updates include language clarifying that Boardmembers must not influence decisions where they have a

known financial interest (Gov. Code §87100). If such a conflict exists, they must recuse themselves and leave the room-unless the item is on the Consent Calendar or they speak as a private citizen under an exception (§87105).

In addition, Boardmembers generally cannot have financial interests in Board-awarded contracts (Gov. Code §§1090-1091, PUC §25722). Exceptions apply for "non-interests" or "remote interests" if properly disclosed and documented.

With regard to the Lavine Act, the policy was amended to reflect changes in the law concerning campaign contribution limits with the threshold for disqualification being adjusted from \$250 to \$500 in the 12 months preceding the pendency of the item, and from three months to 12 months following the final decision, from a party or participant in the proceeding. In addition, contributions must be disclosed by the involved party, with some exceptions (e.g., competitively bid contracts).

This section was amended to require Boardmembers to seek advice from the General Counsel if a potential conflict arises and instructs on where to find additional resources and guidance.

### **Section 2.11 Selection of President/Vice President**

Language was added to this section to make clear that the President or Vice President can be removed with four affirmative votes of the Board.

## **Article 3 - Board Appointed Officers**

### **Section 3.1. General**

This section was updated to include the appropriate references to the Public Utilities Code.

### **Section 3.4 General Manager Report of District Activities**

This section was updated to be more generic as the type and frequency of reports the General Manager is directed to provide to the Board changes from time to time.

### **Section 3.7 Board/Staff Relations**

This section was updated to codify the existing process used by Boardmembers to make a request for information through the appropriate Board Officer.

Finally, staff recommends replacing the term "Director" with "Boardmember" throughout the policy for consistency.

Staff believes the proposed amendments are reasonable and recommends that the Board approve them as presented.

### **ADVANTAGES/DISADVANTAGES:**

The proposed amendments to Board Policy 101 aim to improve clarity, transparency, and legal alignment. Key changes include enhanced conflict of interest rules, clarification of leadership removal procedures, updated legal references, and the formalization of communication processes between the Board and staff. Overall, the amendments are positive and support accountability, flexibility, and consistency. There are no disadvantages to approving the proposed amendments.

### **ALTERNATIVES ANALYSIS:**

There are no practical alternatives to the course of action recommended in this report as the proposed amendments aim to codify

existing practices and align the policy with applicable state laws.

**PRIOR RELEVANT BOARD ACTION/POLICIES:**

Board Policy 101 was last amended in 2022

**ATTACHMENTS:**

1. Draft Amendments to Board Policy 101, Articles 1 -3

**Prepared by:**

Linda Nemeroff, Board Administrative Officer/District Secretary

**Approved/Reviewed by:**

Linda A. Nemeroff, Board Administrative Officer/District Secretary

Aimee L. Steele, General Counsel/Chief Legal Officer