

**ALAMEDA-CONTRA COSTA TRANSIT DISTRICT
RESOLUTION NO. 25-006**

A RESOLUTION TO CENSURE DIRECTOR SARAH SYED FOR VIOLATING BOARD POLICIES

WHEREAS, Sarah Syed was elected in November of 2022 as the Director for Ward 3 of the Alameda-Contra Costa Transit District (AC Transit or District) and as such is a member of its governing body, the Board of Directors (Board), and as such owes a fiduciary duty to the District; and

WHEREAS, as a member of the Board of Directors, Director Syed has a responsibility to abide by all Board policies, including but not limited to Board Policy 101 – Introduction to the Board Policy and Administrative Regulation Manual & Periodic Review Schedule and Board Policy 702 – Conflicts of Interest and Standards of Ethical Conduct; and

WHEREAS, on or about March 14, 2024, then General Manager/Chief Executive Officer Michael Hursh complained that Director Syed engaged in violations of Board Policies, including, but not limited to, Board Policies 101 and 702; and

WHEREAS, on or about March 20, 2024, an outside investigator was retained to investigate Mr. Hursh’s complaints against Director Syed; and

WHEREAS, the investigator, at the request of the Interim General Counsel, issued an Executive Summary summarizing the findings from the investigation; and

WHEREAS, on or about November 5, 2024, closure letters were issued to Mr. Hursh and Director Syed, following the conclusion of the investigation; and

WHEREAS, the investigator concluded that Director Syed engaged in communication with staff that could have been interpreted as directing the work of staff and/or trying to influence the content of staff reports that had yet to be completed when she emailed staff on or about May 24, 2024, requesting their draft Realign analysis prior to a public meeting to address Realign; and

WHEREAS, the investigator concluded that Director Syed’s June 5, 2024, email to staff requesting that staff make specific changes to the Realign workshop materials could be construed as an attempt to direct the work for staff; and

WHEREAS, the investigator found that given that Director Syed is a member of the Board of Directors, it was reasonable for staff to construe Director Syed’s May 24, 2024, and June 5, 2024, emails as directives; and

WHEREAS, the investigator found Director Syed’s conduct violated Board Policy 101, – Board of Directors Rules for Procedure; and

WHEREAS, the investigator concluded that Director Syed's actions violated Board Policy 702 - Conflicts of Interest and Standards of Ethical Conduct; and

NOW THEREFORE, the Board of Directors of the Alameda-Contra Costa Transit District does resolve as follows:

Section 1. Censures Director Sarah Syed for violating the provisions of Board Policies 101 (Board of Directors Rules for Procedure) and 702 (Conflicts of Interest and Standards of Ethical Conduct) which prohibits individual Board members from directing the work of staff, when on May 24, 2024, and June 5, 2024, she emailed staff in a manner that could have been interpreted as directing staff's work and an attempt to influence the content of staff reports.

Section 2. Directs the General Counsel to ensure future governance training for the entire Board of Directors.

Section 3. This resolution shall become effective immediately upon its passage by four affirmative votes of the Board of Directors.

PASSED AND ADOPTED this 8th day of January 2025.

Joel B. Young
President

Attest:

Linda A. Nemeroff
Board Administrative Officer/District Secretary

I, Linda A. Nemeroff, District Secretary for the Alameda-Contra Costa Transit District, do hereby certify that the foregoing Resolution was passed and adopted at a regular meeting of the Board of Directors held on the 8th day of January 2025, by the following roll call vote:

AYES:
NOES:
ABSENT:
ABSTAIN:

Linda A. Nemeroff
Board Administrative Officer/District Secretary

Approved as to Form and Content:

Aimee L. Steele
General Counsel/Chief Legal Officer