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29 April 2026

AC Transit
1600 Franklin Street
Oakland, CA 94612

Attention: Ms. Diane Shaw (Director) and Mr. Murphy McCauley (Director)

Subject: Transmittal of Revised AC Transit Governance Recommendations

Dear AC Transit Board Members,

The Wathen Group is pleased to transmit the Draft Report: Recommendations for the AC Transit Board of Directors to Increase Board Effectiveness and Cohesion. This report provides a framework to maximize Board effectiveness, empower the General Manager (GM) and staff, and foster a respectful culture with shared standards — creating a solid foundation and guide for the agency and board members through and beyond the November 2026 elections.

The analysis and ideas for change incorporate extensive feedback gathered during our interviews with each of you. It is clear you care about AC Transit and the communities and customers you serve. Now it is time to decide which recommendations best align with AC Transit's needs and legal requirements, and develop a clear plan to prioritize and manage their implementation. You might consider starting discussions with TWG's recommended priorities, which include:

1. Adopting Board Member Guiding Principles and Board Pre-Meeting Check-In Practices
2. Developing a Board Item Framework and Ensuring Complete and Accurate Board Item Preparation
3. Committing to Ongoing Board Performance Review and Coaching

These are foundational areas that will provide the clarity and trust necessary for the Board to act as high-level strategic leaders focused on fiduciary, policy and client experience responsibilities.
We look forward to collaborating on the next steps toward implementation.

Sincerely,

Deborah Wathen Finn

Deborah Wathen Finn
Founder, The Wathen Group

Note: *This draft report is provided for informational purposes only. To ensure compliance with the Brown Act, please do not 'reply all' or share your comments on this report with other board members outside of a noticed public meeting. Please direct any questions to [District Secretary] individually.*

Recommendations for the AC Transit Board of Directors to increase board effectiveness and cohesion

The Wathen Group | April 2026

Introduction and Overview

Ongoing evaluation and evolution is essential to ensure a board of directors operates at the highest standard of public-sector governance. With that in mind, The Wathen Group (TWG) assessed **the AC Transit Board of Directors' governance structures, operations and overall culture to identify potential growth opportunities.** TWG's analysis and recommendations were drawn from interviews with board members and officers; a review of board meeting practices, current policies, and supporting documentation; and industry best practices.

TWG's analysis revealed that while **the board is mission-driven, there are opportunities to increase board efficiency and effectiveness** through procedural changes; definition and clarity of roles; building trust between staff and board members; and focusing on both internal cohesion and external reputation. Addressing these points will **enhance the board's primary strategic and fiduciary responsibilities to the agency and the entire district it serves.**

Executive Summary

Based on board feedback and best practices, the recommendations in this report provide a foundation for the board of directors which can serve as a bridge to the post-November election board as well as a means of improving ongoing board practices and decision-making.

Priority Recommendations for Board Consideration

1. Adopt Board Member Guiding Principles and Board Pre-Meeting Check-In Practices (Appendix)

The board should develop and sign a set of Guiding Principles to guide members of the board of Directors regarding **ethical and behavioral considerations and/or actions as they carry out their fiduciary, policy and customer experience duties and obligations.** When new board members are sworn in, the Guiding Principles should be part of the onboarding process.

Consider implementing a **pre-meeting check-in reflection** aligned with the guiding principles.

2. Develop Board Item Framework and Ensure Complete and Accurate Board Item Preparation

The general manager, general counsel, and board secretary should develop a **definitive list of items that statutorily require board action versus those that can be handled via memo or consent calendar.** This list, along with the clear delineation of roles and responsibilities, should be integrated into new board member orientation. The General Manager is responsible for **QA/QC for completed staff work** prior to advancing board items for action.

Consider **establishing an Executive Committee structure** (Chair, vice-chair, and rotating other board members based on areas of expertise) primarily to vet sensitive issues and streamline board item preparation and board actions. This committee can meet quarterly or as needed.

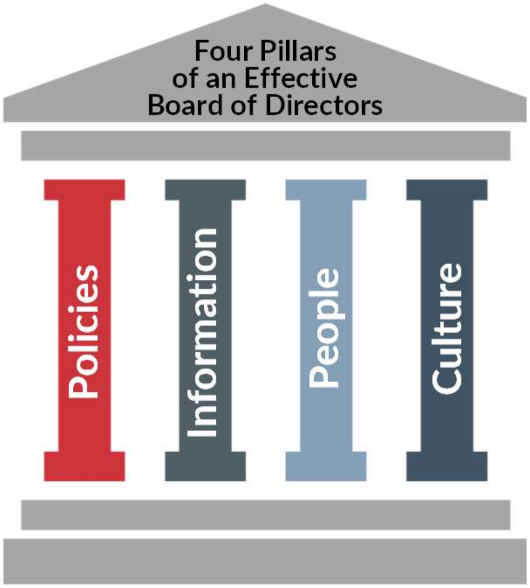
3. Commit to Ongoing Board Performance Review and Coaching

Invest in ongoing personal and professional **development to foster a highly effective and functioning board.** This process can begin with individual strengths assessments (e.g., VIA Strengths Assessment) and may also include 360 evaluations. Mentor coaching for every board member and the General Manager is recommended.

In addition, board members should complete a **confidential evaluation of board performance** to measure progress toward achieving the adopted reforms and practices.(Appendix)

Report Structure

This report provides a framework of best-practice recommendations designed to refine a governance structure that maximizes board effectiveness, empowers the General Manager (GM) and staff, and fosters a culture of respectful accountability — creating a solid foundation and guide for the agency through and beyond the November 2026 elections.



Four Pillars of an Effective Board of Directors

Effective boards share four key features: **policies, information, the people, and culture.** Boards need a clear governance model to ensure actions are ethical, compliant, and aligned with the organization's direction.

Boards require information in the form of insights, data, and analysis to make decisions. Board member capabilities and contributions are essential to ensuring the board operates at the highest standard. Most importantly, is the organization's culture; the relationships and behaviors between board members. A culture of open communication and trust that encourages diverse perspectives and collaboration while minimizing conflict or power imbalances is critical.

These pillars are the lens in which TWG has reviewed the board, and inform the structure of recommendations within this report.

Recommendations at a Glance

1. **Policies: Governance and Roles**
    1.1. Roles and responsibilities
    1.2. Public participation expectations
    1.3. Board of Directors Guiding Principles
2. **Information: Board Meeting Preparation**
    2.1. Meeting and agenda preparation
    2.2. Enhance staff work and Board member preparation
3. **People: Ongoing Development**
    3.1. Onboarding and training
    3.2. Coaching and mentor coaching
    3.3. Progress and performance review
4. **Culture: Foundational Strategies for Behavioral Alignment and Trust**
    4.1. Commitment to integrity and ownership
    4.2. Proactive communication and change implementation management
    4.3. Relationship building

Implementation Considerations

While TWG has identified three priorities for the board to consider taking action on in the near-future, it is **AC Transit board members and officers who must decide which recommendations best align with the agency's needs and legal requirements, and develop a clear plan to prioritize and manage their implementation.** A measured, change management approach can ensure lasting and successful governance reform. Having the board secretary manage the process, with strong communication support from the board chair, vice chair and GM, will support continuity across any board director changes and ensure efforts are aligned with day-to-day practices.

Detailed Recommendations

1. Policies: Governance and Rules

Boards need a clear governance model to ensure actions are ethical, compliant, and aligned with the organization's direction.

1.1 Roles and Responsibilities

Role clarity: Establishing clear role delineation transitions the board from operational interference to strategic oversight. Develop a list of what is or is not within the board member's purview, particularly when it comes to operations, with concrete examples. Strong **governance creates freedom for staff to operate *within limits*,** while holding the GM accountable for achieving the board's goals.

The board: The board is accountable for **setting *direction*,** not managing operations. The board's role is **fiduciary, policy and customer experience.** Ultimately, the board is **responsible for the good of the district and all customers,** not special cases or individual constituencies.

- **Fiduciary oversight:** As the legal and ethical guardian of the organization, the board executes the core duties of care, loyalty, and obedience. This role ensures **financial integrity, legal compliance, and asset protection** by overseeing risk management and maintaining a high standard of accountability, helping the organization remain viable and dedicated to its foundational mission.

  ~ **Funding strategy:** AC Transit operates in a district rich with transit services, but also resource challenged with high competition for funding sources. The AC Transit Board needs to be a strong, **unified advocate for federal, regional and district funding** to be best positioned for financial success. That means evaluating funding options and opinions, and ultimately agreeing to communicate and support a single funding recommendation. The board must ensure compliance with federal funding requirements and federal operational oversight, such as the FTA Triennial Review.

- **Policy governance:** The board defines the "rules of the road" through formal policies that **set organizational boundaries, ethical standards, and performance expectations.** This governance framework and strategic direction guides management in executing strategy in alignment with values and long-term objectives. The board must focus on the **"How"** (execution, tactics, and individual personnel) and not the **"What"** (policy, strategy, and organizational outcomes).

- **Customer experience stewardship:** The board oversees customer experience as **a strategic asset and a leading indicator of business health.** The board's role is to embed customer-centricity in the organization's culture and long-term strategic planning. **Staff design specific service interactions.** By monitoring high-level satisfaction metrics and customers' perspective, the board **protects the organization's reputation and maintains the relevance** of its value proposition in a shifting market.

- **Public representative:** Listening to, and representing the voice of constituents, local elected officials, and customers is an essential board member responsibility. Constituents' needs, concerns, and priorities should **inform** the decisions made by the board. **Decisions must reflect the needs of the entire agency and district.** [Recommend updating language in section 8.1 "Role of Public Representation" in 2025 Playbook.]

- **Board representative:** A key pain point is the **lack of clarity on the personal leeway** board members have outside of formal duties, and the tendency for a lack of unified support after a vote is taken, which damages the board's external reputation and internal cohesion. Board members require **authorization to speak on behalf of the board** with approved talking points, and must follow the communications and social media policies. While disagreement is allowed, once a final decision is made by the board of directors, board members will **act consistent with the final decision of the board.**

- **Relationship with Staff:** The board only oversees the GM, board secretary and counsel. Board members must **work through the GM, Assistant GM or committees, not directly with staff**, and stay **focused on areas germane to board actions.** Staff should consider a **process for vetting questions,** that includes a prompt reply to let the board member know the communication has been received, and a monthly report on the status of board suggestions, recommendations, issues or questions.

The chair: Must actively manage and facilitate discussion to keep the meeting on point and explicitly support the General Manager (GM) and staff at board meetings. It is the chair's responsibility to maintain order by enforcing meeting rules, managing the flow of debate, and ensuring decisions are made efficiently. This involves recognizing speakers, ruling on procedural questions, and making final decisions on the rules unless overruled by the body. The board chair is responsible for ongoing governance quality assurance and quality control (QA/QC), actively monitoring board compliance, board and director performance, and committee effectiveness.

- The chair is **authorized to speak on behalf of the board,** while also following the communication and social media policies.

The vice chair: Takes on the duties of the chair when they are absent, primarily presiding over meetings, ensuring the meeting proceeds in an orderly fashion and all motions are handled correctly, per the rules.

The GM: Responsible for the **safe, reliable delivery** of service, day-to-day operations, ensuring **quality and complete staff work** before moving it forward, and serving as the **point of contact** between the board and staff. The GM needs to be able to say "not ready" if staff work is incomplete.

Assistant GM: Responsible for managing the **board relations process** and working with staff to prepare board materials, acting as a "gatekeeper" for the GM. AC Transit has also tapped the Assistant GM to help develop a performance review program for staff. A supporting executive administrator can also support the process.

1.2 Public Participation Expectations

Active listening: Board members should actively engage with their constituents, local elected officials and customers outside of board meetings, listening to their needs and ideas, and building relationships. Those insights should then be relayed to staff via a memo for management, response and sharing with the board as appropriate.

Communication: Any comment or communication from the public that goes directly to a board member should be forwarded to the district secretary for compilation and response management.

Project or major policy-related public and employee engagement should take place throughout the project life cycle, led by staff. Constituent engagement should occur as part of the planning, community outreach, and other mechanisms by the staff prior to advancing a board action. That input should be summarized and reported as part of board action items. Public comment on those items should be limited to providing new or updated information to focus meeting input. Examples are major service realignments or fare increase or policy changes.
Meeting focus: Board meetings should focus on all constituent issues so the board can act in the best interest of the entire district. Board meetings should avoid detailed, specific customer or constituent issues. Board members must not actively organize interest groups to attend board meetings.

Board meeting participation: AC Transit Board meetings incorporate a public participation component. In addition to adhering to the Brown Act, the board clearly appreciates the input from the public. As public participation at meetings can vary widely based on topics and issues at hand, managing the process requires a firm but flexible process. Opportunities to ensure effective and efficient public participation follow.

- **Placement in agenda:** Schedule public comment **on agenda items for a 20 minute block at the beginning of meetings** so the community knows when to speak, which boosts participation, efficiency, and trust. It respects citizens' time, prevents prolonged waiting, and ensures input is heard before decisions are discussed and finalized. **Schedule non-agenda public comment for the end of meetings** to maintain meeting focus and efficiency; to release guests or specialized staff; and to stay in compliance with the Brown Act and Roberts Rules of Order.

- **Time limits:** Manage individual public comment time to **two minutes**, with remaining to be submitted in writing. Encourage public speakers to register with the board secretary 24 hours in advance of the meeting and provide a prepared statement. A system could be developed where the board secretary compiles advance submissions and provides a summary during the public participation period. This comment synthesis may be facilitated through the use of AI tools.

- **Scale time blocks:** Time blocks may scale based on participation needs. For instance, major policy changes, fare changes, etc. may garner more participants than usual. Individual comment time may be shortened. For instance, the standard comment block of 20 minutes is increased to 30 minutes, and the speaker time limit is reduced from two minutes to one minute.

- **Ask for different perspectives:** It is the chair's role to make sure the board hears the full spectrum of opinions and perspectives from the public. In the case of repetitive comments, particularly when the number of desired speakers is large, the chair can intervene. "We have heard several comments regarding [Point A]. In the interest of time, if you agree with previous speakers, feel free to simply state your support so we can move to new points of view."

1.3 Board of Directors Guiding Principles

Guiding Principles: The board should develop and sign a set of guiding principles to guide members of the board of directors regarding **ethical and behavioral considerations and/or actions as they carry out their duties and obligations.** When new board members are sworn in, signing the Guiding Principles should be part of the process. The Guiding Principles could include a commitment to governance, respectful communication and behavior, board-staff boundaries, confidentiality, conflicts of interest, preparation and participation, acting consistently with the final decisions, staying true to positions or motions discussed prior, and accountability to each other. There is an example in the Appendix.

Check In: Consider implementing a **pre-meeting check-in reflection** aligned with the guiding principles. These reminders can also be placed on the dias to be referenced mid-meeting. There is an example in the Appendix.

Public Censure: The formal, public reprimand of a board member reflects poorly on the reputation of the organization and speaks of underlying distrust and respect for members. Commitment to Guiding Principles for board accountability and thorough and accurate board item preparation and review may help to limit or avoid public censure.

2. Information: Board Meeting Preparation

Boards require information in the form of insights, data, and analysis to make decisions.

2.1 Meeting and Agenda Preparation

Board Meeting Preparation Process: The current frequent meeting schedule places a significant burden on staff's ability **to deliver core operational duties** (ensuring safe, reliable service) and leads to rushed, uneven quality in board materials. This prevents staff from maintaining a consistent rhythm for high-quality work. It is recommended that the GM's office implement a structured **preparation process flow** with roles and responsibilities adhering to a strict calendar supported by a dedicated role, such as a chief of staff or the assistant GM, and this process added to the Playbook.

Agenda Preparation and Review: The current agenda preparation process has the GM, chief counsel and board secretary developing the agenda with the entire board providing review and input, resulting in long agendas with content not always germane to board responsibilities or suitable for full board meetings. Topics may be more appropriate for committee level discussions, staff memos or the consent calendar.

Agenda Criteria: Focus on reducing the volume of items that are currently addressed at board meetings to relieve staff of unnecessary investigations and reporting so they can more efficiently support the number of board meetings. It is recommended that the GM, chief counsel, and board secretary develop a framework with a **definitive list of items that statutorily require board action** versus those that can be handled via memo or consent calendar. Staff must develop the agenda following a **clear template of legally required board actions. Items that do not meet the legal/fiduciary criteria** must be handled by the GM or sent as FYI memos, ensuring the board is focused on high-level strategic topics.

- **Agenda Categories and Calendar:** AC Transit has a comprehensive calendar of standing topics along with issues raised throughout the year. The list should be reviewed with an eye to reducing the number of standing board item topics by eliminating them or substituting staff memos instead. **Categories** that might be included in the full board meeting are: Budget; Engineering and Construction; Technology; Communications; Human Resources; Safety; Public Comment (limited to 20 minutes). There may not be agenda items in each category each month.

- **Review:** TWG has reviewed the agenda calendar and two randomly selected agendas from 2025, noting which items would be better served as a staff report or should be removed due to focus on operations. Please find those documents in separate attachments. There are several administrative items that should be approved by the General Manager, for example.

- **Topic requests:** Board members **may request topics of strategic** interest to be addressed. The requests should be vetted by the chair and district secretary and then assigned to the appropriate committee to address. After completing the review, the committee may recommend the item warrants board action, a staff memo (outside of the board package), or a presentation to the board.

Agenda Review: The GM or assistant GM should review the agenda with staff *before* it is provided to the board chair.

Board Briefings: Institute **monthly, half-hour Board Briefings** with the GM, board chair and vice chair prior to each meeting to discuss the set agenda - and **not to add new topics**. While the full board will be briefed the week before the meeting, **the board should not have authority to add or remove items to the current agenda.**

Special or Closed/Executive Sessions: Should only be held as legally required by **CA law** (litigation, personnel, major contracts) or operationally urgent matters.

Motions: Follow Roberts Rules of Order and be on a particular action item which should have been discussed beforehand in committee meetings or pre-board meeting briefings. Motions are limited to approving actions, perhaps with clarifying amendments.

2.2 Enhance Staff Work and Board Member Preparation

Establish a Committee Structure: While the current committee as a whole structure is transparent, it forces the full board into detailed discussions, distracting the board from its strategic oversight. Consider establishing an Executive Committee, or other committee structure, to **ensure preparatory work is complete, vetted and ready** for full board action particularly on major issues. Lean on each board member's area of expertise to provide insight on respective topics.

- Develop and/or enhance a **template** and examples for quality content for board items.

- **In-depth staff** analysis of details should occur during the preparation of board items. Staff questioning should not occur during full board meetings. These conversations may result in the request of a staff memo, rather than a board agenda item. Reserve full board meetings for **decision-making**, where board members have already been briefed and their detailed questions have been resolved in committee. If committees are effective, AC Transit could consider reducing the frequency of full board meetings.

- Committees **do not need to present information at every board meeting**, instead reserving staff presentations for only when there is a board-level decision to be made.

The success of this shift relies on trust in three key areas:

- **Trust in Competence and Diligence:** The full board must trust that the committee has the **competence and diligence** to rigorously review the material and accurately represent it. Without this trust, non-committee members will simply repeat the vetting process at the board meeting, negating the purpose of the committee.
- **Trust in Loyalty and Alignment:** Members must trust that the committee's decisions are made with **loyalty to the entire agency's best interest**, not just specific constituencies. This confidence ensures the committee stays aligned with the board's overall strategic direction.
- **Trust in Process and Communication:** Board members must trust that the internal process is sound, meaning questions of staff are handled correctly in the committee , and all staff communication is **channeled through the General Manager (GM) or Chief of Staff**. This allows the full board's discussion to efficiently focus on high-level policy and strategy.

3. People: Ongoing Development

Board member capabilities and contributions are essential to ensuring the board operates at the highest standard.

3.1 Onboarding and Training

Onboarding Review: The onboarding for new board members is limited, predominantly on board processes and procedures. It is recommended that the board onboarding approach be reviewed to identify potential gaps and opportunities to better equip new board members. **As these resources or actions are adopted, all existing board members should also review and participate.** One area of focus should be to request input from the newest board members on areas they believe could be strengthened. In addition to the current Onboarding program and Playbook for board members, some potential ideas include:

- **System visits** to key worksites to meet employees and have a dialog about matters they care about.
- **Riding the system** to experience services and talk with constituents first hand.
- **A retrospective summary** of board actions over the past 1-2 years.
- **Informal meetings** with each of the other board members to get acquainted.
- **Peer mentorship** for political and community context, and insights related to areas of expertise.
- **Roles and responsibilities clarity and expectations** between the board and staff with examples.

Guiding Principles Agreement: New board members should officially sign the Guiding Principles, discussed in the Policies section of this report, with an example in the Appendix.

The Brown Act: Make sure all board members and officers are trained on the Brown Act, particularly with 2026 updates.

Roberts Rules of Order: Make sure all members are trained on the rules of order, and are given time to role play and practice to feel confident in proceedings. The chair in particular has a strong role to play. If AC Transit moves forward with a switch from Roberts Rules of Order to Rosenberg Rules of Order, consider implementing the change after the November 2026 elections and appointment of a new board secretary.

Transit Expertise: Board members should invest time in building a deep understanding of the public transportation industry and staying on top of trends, leveraging American Public Transportation Association (APTA), the Transportation Research Board Transit Cooperative Research Program, industry publications such as Mass Transit Magazine, and following the news, programs and changes from the Federal Transit Administration.

Professional Development: APTA offers professional development sessions focused on public transportation board members' policy and governance roles, as well as their support functions. Educational sessions are offered in areas such as the board's fiduciary responsibilities, planning, succession, ethics, legislative advocacy, community partnerships, open records, the Chief Executive, the chair role, and much more. Key lessons learned and best practices should be shared via a memo.

Leadership Development: Board members and officers should commit to reading, watching and listening to materials that amplify their communications and leadership.

- For instance, the books Crucial Conversations and Crucial Accountability (formally Crucial Confrontation). Or this podcast episode provides some of the highlights.
- Review a Summary of John Carver Boards that Make a Difference.
- Learn more about **change management practices**. The Association of Change Management Professionals has many resources, including a review of Kotter's Approach to Change Management favored by TWG.
- **Media and crisis communication training** prepares individuals to confidently manage interactions with journalists and the general public, ensuring clear message delivery and reputational protection
- Watch board meeting recordings of NY Bridge Authority to see how Joan McDonald, TWG facilitator and subject matter expert, runs meetings.

3.2 Coaching and Mentor Coaching

Prioritize professional growth: To foster a highly effective and functioning board, AC Transit must prioritize an investment in ongoing professional growth through a coaching and mentorship program. This developmental process can begin with individual baseline tools, such as the VIA Strengths Assessment and anonymous 360-degree evaluations, to identify leadership gaps and interpersonal friction points. By **offering executive coaching to all Directors and Officers**, the agency provides a neutral space for members to refine their governance mindset, communication styles and leadership approach. **Mentor coaching** - which could include "real-time" feedback following board meetings - allows leadership to receive immediate, constructive critiques on meeting facilitation and adherence to the newly adopted Guiding Principles from subject matter experts.

3.3 Progress and Performance Review

Board effectiveness evaluation: Put the existing performance review policy into practice, and implement a **yearly, confidential board self-evaluation** to measure progress toward achieving the adopted reforms and practices. Insights can inform future coaching and training needs. The assessment would be completed by the Directors. An example board assessment is provided in the Appendix. The board secretary would be responsible for triggering the annual confidential assessment; compiling and tabulating the responses; and sharing the anonymous results with the board chair and vice chair. As part of their governance QA/QC responsibilities, the board chair would share the compiled results with all board members via an email. **At a subsequent board meeting, the results would be shared with the public, and the chair would review the survey results and solicit recommendations from fellow board members on areas that need improvements.** The board secretary would then work with the board chair to provide the board with a specific set of improvements and a timeline for implementation.

Regular check-ins: The board could include a **standing 15-minute item on the agenda every 60 days** for the first year of governance changes implementation to hold a transparent discussion on, "How are we doing?" These check-ins should be conducted in open session to demonstrate to constituents and staff that the board is committed to self-improvement.

4. Culture: Foundational Strategies for Alignment and Trust

A culture of open communication and trust that encourages diverse perspectives and collaboration while minimizing conflict or power imbalances is critical.

4.1 Commitment to Integrity and Ownership

To increase individual accountability and ownership, the board must adopt key governance documents including the Guiding Principles (Appendix). This process will instill a sense of **shared accountability** and ensure the new rules are embraced because they were mutually defined, creating a foundation for loyalty to the final decision.

4.2 Proactive Communication and Change Implementation Management

The implementation process must be managed with open, proactive communication, mitigating the risk of distrust or misattribution. **Create a clear strategy to communicate the rationale and intended benefits** of the reforms to every board member, focusing on how the changes will increase board effectiveness and contribute to the agency's positive reputation and success. The board secretary should manage the process, with the chair and General Manager (GM) leading the implementation with **open communication** and honesty, ensuring the integrity of the process is maintained to foster a culture of trust and credibility. It demonstrates that leadership is committed to **modeling the desired integrity** and honest communication, rather than relying solely on procedural authority.

4.3 Relationship Building

Power imbalances in a board of directors often arise from disparities in expertise, long tenures, or dominant personalities, causing some members to overshadow others. Key factors include unequal information access, reliance on a strong GM or chair, lack of diversity, and social influence, which can lead to groupthink, poor decision-making, and weak oversight. A culture of open communication and trust is critical to preventing this and maximizing board effectiveness, yet board members identified "not knowing each other" as a weakness. Improving relationships will improve board productivity, minimize conflict, and increase the likelihood of members following the Guiding Principles.

- **Chair/GM:** Establish standing bi-weekly 30-minute meetings between the chair and the General Manager to create a strong relationship and mutual dependency.

- **Board Members:** Encourage informal get-togethers (coffee, lunch) to build deeper, more trusting relationships.

Appendix 1

Anonymous Evaluation of Board Performance

Criteria	Strongly Agree	Agree	Neutral	Disagree	Strongly Disagree
Board members have a shared understanding of the mission and purpose of the Authority.					
The policies, practices and decisions of the Board are always consistent with this mission.					
Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principles.					
The Board has adopted policies, by-laws, and practices for the effective governance, management and operations of the Authority and reviews these annually.					
The Board sets clear and measurable performance goals for the Authority that contribute to accomplishing its mission.					
The decisions made by Board members are arrived at through independent judgment and deliberation, free of political influence or self-interest.					
Individual Board members communicate effectively with the General Manager, Board Secretary, and Legal Counsel.					
Board members are knowledgeable about the Authority's programs, financial statements, reporting requirements, and other transactions.					
The Board ensures that all documents and reports are accurate and complete prior to public release.					
The Board knows the statutory obligations of the Authority and if the Authority is in compliance with state law.					
Board meetings facilitate open, deliberate and thorough discussion, and the active participation of members.					
Board members have sufficient opportunity to research, discuss, question and prepare before decisions are made and votes taken.					
Individual Board members feel empowered to delay votes, defer agenda items, or table actions if they feel additional information or discussion is required.					
The Board exercises appropriate oversight of the CEO, the Board Secretary, and Legal Counsel, including setting performance expectations and reviewing performance annually.					
The Board has identified the areas of most risk to the Authority and works with management to implement risk mitigation strategies before problems occur.					
Board members demonstrate leadership and vision, and work respectfully with each other in alignment with Guiding Principles.					

Appendix 2

Draft AC Transit Guiding Principles and Pre-Meeting Check-in

Board Member Guiding Principles

The Board of Directors is responsible for adding value to AC Transit and contributing to its success. The Board of Directors accepts professional responsibility for individual decisions and actions and will engage in behavior that enhances the organization's credibility and importance. As a member of the Board of Directors, I commit to the following standards of conduct to ensure the Board governs with integrity, unity, and respect in alignment with AC Transit values.

1. Commitment to Governance

- I will focus on our governing role, not managing the day-to-day operations of the organization.
- I understand that while disagreement is acceptable, once a final decision is made by the board of directors, board members will act consistent with the final decision of the board.
- I will work with the GM and fellow board members to confirm talking points before speaking with the public or in meetings with elected officials.
- I will follow the social media and communications policy to be clear when I am sharing a personal opinion vs representing the AC Transit Board.
- I will use Board-adopted policies and the mission of the organization as the basis for decision-making.
- I will focus on my fiduciary and policy responsibilities, representing my constituents' needs, concerns, and priorities to inform the decisions made by the board, while recognizing the final decisions must reflect the needs of the entire agency and district.

2. Respectful Communication & Behavior

- I will treat all Board members, staff, and stakeholders with respect and professionalism.
- I will listen actively and speak honestly, without dominating discussions or dismissing others' perspectives.
- I will engage in productive disagreement, keeping discussions mission-focused rather than personal.
- I will stay true to the position and motions discussed prior to the board meeting in private discussions as needed, with motions focused on improving a particular topic.

3. Board-Staff Boundaries

- I will avoid contacting or giving direction to staff.
- I will bring concerns about staff or performance to the board chair.

4. Confidentiality

- I will maintain confidentiality about all matters discussed in closed session or marked as confidential.
- I will not share sensitive board information without permission from the board chair.

5. Conflicts of Interest

- I will disclose any actual or potential conflicts of interest and recuse myself from decisions where a conflict exists.
- I will not use my board position for personal gain, nor accept gifts or favors that could influence my judgment.

6. Preparation and Participation

- I will come prepared to board meetings by reading materials in advance and engaging fully in discussions.
- I will participate in committees to address in-depth questions so that board meetings remain at a strategic level.
- I will invest time into continuous learning, about the transportation industry, AC Transit, and role as a board member.
- I will participate in board training, retreats, and assessments to strengthen our collective governance.

7. Accountability to Each Other

- I accept that the board has the right and responsibility to hold one another accountable for this code.
- I will welcome feedback about how I can be a stronger contributor to our board and its mission.

Acknowledgment

By signing below, I affirm my commitment to uphold these Guiding Principles as a condition of Board service.

Appendix 3

Board Member Pre-Meeting Check-In

Before we begin, take a moment to reflect:

Am I governing with AC Transit values and the Board Guiding Principles in mind?

➔I'm ready to govern with integrity, unity, and respect.

Am I here to govern—not manage?

➔I'm focused on mission, strategy, and policy—not day-to-day operations.

Am I ready to speak with one voice?

➔I'll contribute honestly during discussion, then support the board's decisions once made.

Am I listening and communicating with respect?

➔I'll listen fully, build on ideas, and avoid side conversations or distractions.

Am I staying future-focused?

➔I'll prioritize what matters most—our impact, not just updates.

Let's aim to leave this meeting aligned, energized, and moving forward together.

Appendix 4

TWG Comments on AC Transit Agendas

- Agenda Planning Pending List – Annotated by TWG (*5 pages*)
- ACTransit-BoardAgenda-10-8-25-AnnotatedbyTWG.pdf (*7 pages*)
- ACTransit-BoardAgenda-June252025-AnnotatedbyTWG.pdf (*6 pages*)

Agenda Planning Pending List (APPL)

Efforts will be made to agendize reports on topics outlined in the Agenda Planning Pending List on the expected agenda date; however, dates are generally contingent on adequate preparation time and the availability of information necessary to prepare a Staff Report and may change. In addition, items will be placed under the most suitable subject matter heading on the Board agenda based on the content of the Staff Report, subject to approval of the final agenda by the Board President

Finance

Item Description	Expected Agenda Date	Responsible Department	Requested by/Date	AP Request Form	TWG COMMENTS
Amendments to BP 324 - Revenues and Grants to include scope of work and terms and conditions for the grant.	TBD	Finance	Walsh - 9/24/2025	Details	Seems like a technical issue, not a board policy issue

Operations

Item Description	Expected Agenda Date	Responsible Department	Requeste by/Date	AP Request Form	TWG COMMENTS
Develop an action plan to address situations where an individual refuses to follow a directive to leave a meeting.	TBD	Safety / General Counsel	Young - 3/26/2025	Details	Not a board issue
Vehicle use policy in order to reduce costs to the public and ensure the non-revenue fleet is adequately utilized.	TBD	Security / Operations	Walsh - 7/9/2025	Details	This is listed as a policy issue, but doesn't rise to the board level in my opinion.

Planning

Item Description	Expected Agenda Date	Responsible Department	Requested by/Date	AP Request Form	TWG COMMENTS
Report on implementation of the demand responsive service in south county proposed in Realign.	TBD	External Affairs Marketing & Communications / Planning & Engineering	Peeples - 2/23/2022		Should be a staff FYI report

					memo, not a board item
Report on short-term detours including the number, duration, lines affected, type of detour, and number of stops affected over a sample period of 3-6 months.	TBD	Planning & Engineering / Innovation & Technology	Walsh - 8/6/2025	Detailed Request	Should be a staff FYI report memo, not a board item

External

Item Description	Expected Agenda Date	Responsible Department	Requested by/Date	AP Request Form	TWG COMMENTS
Media Affairs policy that provides clear instructions for the creation and dissemination of information for communication to all media outlets. ***See below for updated request .***	11/19/2025	General Manager/ Media Affairs	Shaw - 10/23/2024	Details	This is an internal governance issue, internal guidance, not a public board issue.
Additional requests related to administrative regulation and/or policy. ***See the linked document.***	11/19/2025	General Manager/ Media Affairs	Walsh - 11/13/2024	Details	Internal practices, not a board item
Invite a representative from Alameda County Immigrant Legal Education Partnership (ACILEP) to present at an upcoming Board meeting about Know Your Rights resources for organizations.	TBD	External Affairs, Marketing & Communications	Walsh - 3/26/2025	Details	Current topic, but not a board presentation
Report on codifying the course of communication between AC Transit and local jurisdictions related to permitting and inspection processes.	TBD	Planning & Engineering	Peeples - 6/8/2022		Internal guidance, not board item

Routine

Item Description	Expected Agenda Date	Responsible Department	TWG COMMENTS
Report on Investments (Monthly)	11/19/2025	Finance	Quarterly should suffice

Legislative Report (Monthly)	11/19/2025	External Affairs, Marketing & Communications	Quarterly should suffice
Annual Adoption of State/Federal Advocacy Programs (Annual: Oct)	11/19/2025	External Affairs, Marketing & Communications	Agree. Annual is fine
GMAC Minutes (Monthly)	11/19/2025	Planning	OK, but should be a staff FYI report memo, not board item
Safety Report (Annual, fiscal year: September)	11/19/2025	Safety & Security	Safety is critical. Suggest monthly
Employee & Non-Employee Out-of-State Travel Report (Semi-Annual: Feb/Aug)	11/19/2025	Finance	
Update on the Clipper2 (Semi-Annual: April/Oct)	11/19/2025	Information Technology	Not a board meeting item. Staff FYI report memo okay
FinCorp Financial Statements (Feb/May/Nov)	11/19/2025	Finance	OK
DBE/FTA Report (Semi-Annual: May/Nov)	11/19/2025	Civil Rights & Compliance	OK
Board Travel & Meeting Expense Report (Quarterly: Feb/May/Aug/Nov)	11/19/2025	District Secretary	
Customer Service Metrics (Quarterly: Feb/May/Aug/Nov)	11/19/2025	External Affairs, Marketing & Communications	Not a public report. Internal only.
Budget Update (Quarterly: Feb/May/Aug/Nov)	11/19/2025	Finance	OK
Report from the Parcel Tax Fiscal Oversight Committee (Annual: Dec)	12/10/2025	Finance	
Fincorp Year-End Audited Financial Statements (Annual: Nov)	12/10/2025	Finance	OK
Retirement Board Update (Semi-Annual: Apr/Nov)	12/10/2025	Retirement	Internal only
Year-End Audited Financial Statements (Annual: Nov)	12/10/2025	Finance	OK
Annual report on Tempo Platform video/data requests made from outside law enforcement agencies (Annual: Jan)	1/14/2026	Internal Audit	
Mid-Year Budget Review (Annual: Jan)	1/28/2026	Finance	No

Litigation Report (Semi-Annual: Feb/Aug)	2/11/2026	General Counsel	Executive session only
State of the Bus Fleet Report (including CARB update) (Annual: Feb)	2/11/2026	Operations	Staff FYI report memo only
Classification Specification Modifications in Prior Year (Annual: Feb)	2/11/2026	Human Resources	Internal report
Service Reliability Report (Semi-Annual: March/September)	3/11/2026	Operations	Yes, Quarterly
Security Report (Annual, calendar year: March)	3/11/2026	Safety & Security	Ok but suggest quarterly
Ridership Report (Semi-Annual: Jan/June and presented in conjunction with mid year and annual budget adoption)	6/10/2026	Planning	Ok but suggest quarterly
Annual ZEB Program Update (Annual: June)	6/10/2026	Operations	Staff FYI report memo only
Budget Adoption (Annual: June)	6/10/2026	Finance	Yes
Notice of Scheduled Adoption of the Appropriations Limit (Annual: July)	6/24/2026	Finance	OK
Audit Engagement Letter (Annual: July)	7/22/2026	Finance	No, internal
Adoption of Appropriations Limit (Annual: Aug)	7/22/2026	Finance	Yes
Status of Active Contracts and Spending Amounts Over $250,000 Report (Annual: September)	9/23/2026	Finance	OK, Staff FYI report memo only
Surplus & Obsolete Materials Report For Prior Fiscal Year (Annual: September)	9/23/2026	Finance	No, internal only
Wellness Program Report (Annual: Oct)	10/28/2026	Human Resources	Staff FYI report memo only
Update on Strategic Plan Progress (Semi-Annual: Mar/Sept)	TBD	Planning	Yes

Policy Review

Policy	Policy No.	Responsible Department	Expected Agenda Date	TWG COMMENTS
Procedure for Amendments to the Alameda-Contra Costa Transit District Retirement Plan	665	General Counsel	10/22/2025	No
Tempo Camera Use Policy	411	General Counsel	10/22/2025	No
Conflicts of Interest and Standards for Ethical Conduct	702	General Counsel	10/22/2025	No

Service Standards and Design Policy	545	Planning & Engineering	11/19/2025	Yes
Personnel Policies for Unrepresented Employees	296	Human Resources/ General Counsel	11/19/2025	No
Attendance	232	Human Resources/ General Counsel	11/19/2025	No
Candidates Statement of Qualification Costs	140	District Secretary/ General Counsel	11/19/2025	
Elections: Political and Campaign Activities	145	General Counsel/District Secretary	11/19/2025	No
Zero Tolerance for Workplace Violence	218	Human Resources/ General Counsel	11/19/2025	Yes
Standards for Operation of Supplementary Service	546	Planning & Engineering	11/19/2025	No
Social Media Use	456	External Affairs, Marketing & Communications	11/19/2025	Yes
Anti-Bullying and Prevention of Abusive Conduct	201	Human Resources/ General Counsel	11/19/2025	
Compensation for Directors	123	General Counsel/District Secretary	12/10/2025	Yes
Advertising on District Property	451	External Affairs, Marketing & Communications	12/10/2025	Yes
Board of Directors Rules for Procedure	101	District Secretary/ General Counsel	multiple dates	Yes
Alcohol and Substance Abuse Policy	200	Civil Rights & Compliance	TBD	No

ALAMEDA-CONTRA COSTA TRANSIT DISTRICT

AGENDA

Board of Directors - Regular Meeting
AC Transit General Offices
2nd Floor Board Room
1600 Franklin Street, Oakland, California

Closed Session 4:00 PM
Regular Meeting 5:00 PM

HYBRID MEETING

Phone (669) 900 6833 Webinar ID: 984 8717 5063
[Zoom link https://actransit.zoom.us/j/98487175063](https://actransit.zoom.us/j/98487175063)

Wednesday, October 8, 2025 at 5:00 PM

MEMBERS OF THE BOARD OF DIRECTORS
DIANE SHAW, PRESIDENT (WARD 5)
MURPHY MCCALLEY, VICE PRESIDENT (WARD 4)
VACANT (WARD 1)
JEAN WALSH (WARD 2)
SARAH SYED (WARD 3)
ANTHONY C. SILVA (WARD 6)
JOEL YOUNG (AT-LARGE)

BOARD OFFICERS
SALVADOR LLAMAS, GENERAL MANAGER/CHIEF EXECUTIVE OFFICER
AIMEE L. STEELE, GENERAL COUNSEL/CHIEF LEGAL OFFICER
LINDA A. NEMEROFF, BOARD ADMINISTRATIVE OFFICER/DISTRICT SECRETARY

Live Public Comment

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Written Public Comment

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ADA Reasonable Accommodations / Alternative Formats / Language Assistance

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1. CALL TO ORDER

2. ROLL CALL

3. PRESENTATION

3.A. Presentation from the Metropolitan Transportation Commission (MTC) [redacted] on Senate Bill 125 Regional Accountability Measure Progress.

Presenter:
Theresa Rommell, Director, Funding Policy and Programs, MTC

4. PUBLIC COMMENT

Any person may directly address the Board at this time on any item of interest to the public that is within the subject matter and jurisdiction of the Board. Boardmembers may briefly respond to statements or questions from the public, ask questions for clarification, refer a matter to staff, request staff to report back at a subsequent meeting, or direct staff to place the matter on a future agenda. However, under the Brown Act, the Board cannot engage in discussion or take action on any item not listed on the agenda. Public Comment on a specific agenda item will be invited at the time the item is being considered. Two (2) minutes are allowed for each item.

5. MODIFICATIONS TO THE AGENDA

6. CONSENT CALENDAR (AND CALL FOR PUBLIC COMMENT ON CONSENT ITEMS)

6.A. ~~Consider receiving the General Manager's Access Committee minutes of~~ [redacted] ~~July 8, 2025.~~

Staff Contact:
Ramakrishna Pochiraju, Executive Director of Planning & Engineering

6.B. Consider Adoption of Resolution 25-034 Celebrating the 35th [redacted] Anniversary of the Americans with Disabilities Act.

Staff Contact:
Ramakrishna Pochiraju, Executive Director of Planning & Engineering

6.C. ~~Consider authorizing the General Counsel to attend the Transportation~~ [redacted] ~~Research Board (TRB) Annual Meeting on January 11 - 15, 2026 in Washington D.C.~~

Staff Contact:
Aimee L. Steele, General Counsel/Chief Legal Officer

6.D. ~~Consider receiving the Semi-Annual Employee and Non-Employee Out-of-State Travel Report for the second half of FY 2024-25.~~ [redacted]

Staff Contact:
Chris Andrichak, Chief Financial Officer

7. REGULAR CALENDAR

Finance and Audit Items - Chair McCalley

7.A. Consider adoption of Resolution 25-025 to create a Deferred Compensation Plan Committee to oversee the District's existing Deferred Compensation Plan. [redacted]

Staff Contact:
Chris Andrichak, Chief Financial Officer

7.B. Consider receiving a report on a plan for determining future fare increases. [redacted]

Staff Contact:
Chris Andrichak, Chief Financial Officer

Operations Items - Chair Walsh

7.C. ~~Consider receiving a presentation on the effectiveness of the District's Wellness Program. [Requested by director Walsh - 11/13/2024]~~ [redacted]

Staff Contact:
James Arcellana, Executive Director of Human Resources

7.D. ~~Consider receiving the National Transit Database (NTD) Operator Assault Report assessing AC Transit's operator assaults with all U.S. transit agencies providing ground transportation.~~ [redacted]

Staff Contact:
Salvador Llamas, General Manager/Chief Executive Officer

Board Administrative Matters - President Shaw

7.E. Consider review of Board Policy 125 - Health and Welfare Benefits for [redacted] Retired Elected Officials and consider the adoption of Resolution No. 25-035 terminating health and welfare benefits for retired elected officials, excluding those already receiving benefits, and amending Board Policy No. 138 accordingly.

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

7.F. Consider receiving an update on the status of filling the Ward 1 seat on [redacted] the Board of Directors. (verbal)

Staff Contact:
Linda Nemeroff, Board Administrative Officer/District Secretary

8. CLOSED SESSION/REPORT OUT

The items for consideration are listed below and will be reported on by the General Counsel as necessary at the end of the meeting.

8.A. Conference with Legal Counsel – Existing Litigation

(Paragraph 1 of subdivision (d) of Government Code Section 54956.9)

- Runnells v. AC Transit, Alternative Dispute Resolution Case No. AC-ADR-000179

8.B. Conference with Legal Counsel – Anticipated Litigation

Significant exposure to litigation pursuant to Government Code Section 54956.9(d)(2) and (d)(3): one (1) potential case. Claim of Yasmin Rafiei. Claim No. 23-AL00135

8.C. Conference with Labor Negotiators

(Government Code Section 54957.6):
Agency Designated Representative:
- General Manager Salvador Llamas
- Labor and Employee Relations Representative

Employee Organizations: ATU Local 192, AFSCME Local 3916, IBEW Local 1245, Unrepresented Employees

8.D. Public Employee Performance Evaluation

(Government Code Section 54957)
Title: General Manager, General Counsel, District Secretary

9. AGENDA PLANNING

~~Directors are limited to two agenda planning requests per meeting. Each item requested shall have the concurrence of three Directors, including the requestor.~~

9.A. ~~Review of Agenda Planning Pending List and Agenda Planning Request~~ [redacted] ~~Forms.~~

Staff Contact:
Linda Nemeroff, Board Administrative Officer/District Secretary

10. GENERAL MANAGER'S REPORT

11. BOARD/STAFF COMMENTS

(Government Code Section 53232.3(d))
Members of a legislative body shall provide brief reports on meetings attended at the expense of the local agency at the next regular meeting of the legislative body.

11.A. Written reports from Board members on travel to District-related [redacted] conferences occurring in the last 30 days.

Staff Contact:
Linda Nemeroff, Board Administrative Officer/District Secretary

12. ADJOURNMENT

Next Meeting: October 22, 2025 at 5:00 p.m.

MEETING DISCLOSURES

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ALAMEDA-CONTRA COSTA TRANSIT DISTRICT

AGENDA

Board of Directors - Regular Meeting
AC Transit General Offices
2nd Floor Board Room
1600 Franklin Street, Oakland, California

Closed Session - 3:15 PM
Regular Meeting 5:00 PM

HYBRID MEETING

Phone (669) 900 6833   Webinar ID: 984 8717 5063
Zoom link https://actransit.zoom.us/j/98487175063

Wednesday, June 25, 2025 at 5:00 PM

MEMBERS OF THE BOARD OF DIRECTORS
DIANE SHAW, PRESIDENT (WARD 5)
MURPHY MCCALLEY, VICE PRESIDENT (WARD 4)
H. E. CHRISTIAN PEEPLES (WARD 1)
JEAN WALSH (WARD 2)
SARAH SYED (WARD 3)
ANTHONY C. SILVA (WARD 6)
JOEL YOUNG (AT-LARGE)

BOARD OFFICERS
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AIMEE L. STEELE, GENERAL COUNSEL/CHIEF LEGAL OFFICER
LINDA A. NEMEROFF, BOARD ADMINISTRATIVE OFFICER/DISTRICT SECRETARY

TELECONFERENCE:

Director Sarah Syed, 56483 McKenzie Hwy #22, McKenzie Bridge, OR 97413

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1. CALL TO ORDER

2. ROLL CALL

3. PUBLIC COMMENT

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4. MODIFICATIONS TO THE AGENDA

5. CONSENT CALENDAR (AND CALL FOR PUBLIC COMMENT ON CONSENT ITEMS)

5.A. Consider approving Board of Directors meeting minutes of June 11, [redacted] 2025.

Staff Contact:
Linda A. Nemeroff, Board Administrative Officer/District Secretary

5.B. ~~Consider adoption of Resolution No. 25-023 authorizing the District~~ [redacted] ~~Secretary to destroy administrative records related to the recruitment of Board Officers prior to 2024.~~

Staff Contact:
Linda A. Nemeroff, Board Administrative Officer/District Secretary

5.C. Consider the adoption of Resolution No. 25-027 providing notice of the [redacted] scheduled adoption of an Appropriations Limit for Fiscal Year 2025-26.

Staff Contact:
Chris Andrichak, Chief Financial Officer

5.D. Consider authorizing the General Manager or his designee to execute a [redacted] funding agreement with the Treasure Island Development Authority (TIDA) to fund the purchase of zero emission buses through the Affordable Housing and Sustainable Communities (AHSC) grant program.

Staff Contact:
Chris Andrichak, Chief Financial Officer

6. REGULAR CALENDAR

External Affairs Items - Chair Peeples

6.A. ~~Consider receiving the Monthly Legislative Report and approving the recommended legislative positions.~~ [redacted]

Staff Contact:
Claudia Burgos, Interim Executive Director of External Affairs, Marketing and Communications

Finance and Audit Items - Chair McCalley

6.B. Consider adopting the five-year Capital Improvement Plan (CIP) for Fiscal [redacted] Years 2025-26 through FY2029-30.

Staff Contact:
Chris Andrichak, Chief Financial Officer

Planning Items - Chair Young

6.C. ~~Consider receiving the annual progress report on AC Transit's Zero Emission Program.~~ [redacted]

Staff Contact:
Ramakrishna Pochiraju, Executive Director of Planning & Engineering

6.D. ~~Consider receiving a report on the Non-revenue Fleet Zero Emission Transition Plan.~~ [redacted]

Staff Contact:
Salvador Llamas, General Manager/Chief Executive Officer

7. CLOSED SESSION/REPORT OUT

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7.A. Conference with Legal Counsel – Existing Litigation

(Government Code Section 54956.9 (a))

Jean Gouveia v. AC Transit, WCAB Case Number: ADJ7764559; ADR Case Nos. AC-ADR-000721 and AC-ADR-000134.

7.B. Conference with Legal Counsel – Anticipated Litigation

Significant exposure to litigation pursuant to Government Code Section 54956.9(d)(2) and (d)(3): three (3) potential cases

7.C. Conference with Labor Negotiators
(Government Code Section 54957.6):
Agency Designated Representative:
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8.A. Review of Agenda Planning Pending List and Agenda Planning Request Forms. [redacted]

Staff Contact:
Linda Nemeroff, Board Administrative Officer/District Secretary

9. GENERAL MANAGER'S REPORT

9.A. General Manager's Report for June 25, 2025. [redacted]

10. BOARD/STAFF COMMENTS

(Government Code Section 54954.2)

10.A. ~~Written reports from Board members on travel to District related conferences occurring in the last 30 days.~~ [redacted]

Staff Contact:
Linda Nemeroff, Board Administrative Officer/District Secretary

11. ADJOURNMENT

Next Meeting: July 9, 2025 at 5:00 p.m.

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Operations

Item Description	Expected Agenda Date	Responsible Department	Requeste by/Date	AP Request Form	TWG COMMENTS
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Planning

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Media Affairs policy that provides clear instructions for the creation and dissemination of information for communication to all media outlets. ***See below for updated request .***	11/19/2025	General Manager/ Media Affairs	Shaw - 10/23/2024	Details	This is an internal governance issue, internal guidance, not a public board issue.
Additional requests related to administrative regulation and/or policy. ***See the linked document.***	11/19/2025	General Manager/ Media Affairs	Walsh - 11/13/2024	Details	Internal practices, not a board item
Invite a representative from Alameda County Immigrant Legal Education Partnership (ACILEP) to present at an upcoming Board meeting about Know Your Rights resources for organizations.	TBD	External Affairs, Marketing & Communications	Walsh - 3/26/2025	Details	Current topic, but not a board presentation
Report on codifying the course of communication between AC Transit and local jurisdictions related to permitting and inspection processes.	TBD	Planning & Engineering	Peeples - 6/8/2022		Internal guidance, not board item

Routine

Item Description	Expected Agenda Date	Responsible Department	TWG COMMENTS
Report on Investments (Monthly)	11/19/2025	Finance	Quarterly should suffice
Legislative Report (Monthly)	11/19/2025	External Affairs, Marketing & Communications	Quarterly should suffice

Annual Adoption of State/Federal Advocacy Programs (Annual: Oct)	11/19/2025	External Affairs, Marketing & Communications	Agree. Annual is fine
GMAC Minutes (Monthly)	11/19/2025	Planning	OK, but should be a staff FYI report memo, not board item
Safety Report (Annual, fiscal year: September)	11/19/2025	Safety & Security	Safety is critical. Suggest monthly
Employee & Non-Employee Out-of-State Travel Report (Semi-Annual: Feb/Aug)	11/19/2025	Finance	
Update on the Clipper2 (Semi-Annual: April/Oct)	11/19/2025	Information Technology	Not a board meeting item. Staff FYI report memo okay
FinCorp Financial Statements (Feb/May/Nov)	11/19/2025	Finance	OK
DBE/FTA Report (Semi-Annual: May/Nov)	11/19/2025	Civil Rights & Compliance	OK
Board Travel & Meeting Expense Report (Quarterly: Feb/May/Aug/Nov)	11/19/2025	District Secretary	
Customer Service Metrics (Quarterly: Feb/May/Aug/Nov)	11/19/2025	External Affairs, Marketing & Communications	Not a public report. Internal only.
Budget Update (Quarterly: Feb/May/Aug/Nov)	11/19/2025	Finance	OK
Report from the Parcel Tax Fiscal Oversight Committee (Annual: Dec)	12/10/2025	Finance	
Fincorp Year-End Audited Financial Statements (Annual: Nov)	12/10/2025	Finance	OK
Retirement Board Update (Semi-Annual: Apr/Nov)	12/10/2025	Retirement	Internal only
Year-End Audited Financial Statements (Annual: Nov)	12/10/2025	Finance	OK
Annual report on Tempo Platform video/data requests made from outside law enforcement agencies (Annual: Jan)	1/14/2026	Internal Audit	
Mid-Year Budget Review (Annual: Jan)	1/28/2026	Finance	No
Litigation Report (Semi-Annual: Feb/Aug)	2/11/2026	General Counsel	Executive session only
State of the Bus Fleet Report (including CARB update) (Annual: Feb)	2/11/2026	Operations	Staff FYI report memo only

Classification Specification Modifications in Prior Year (Annual: Feb)	2/11/2026	Human Resources	Internal report
Service Reliability Report (Semi-Annual: March/September)	3/11/2026	Operations	Yes, Quarterly
Security Report (Annual, calendar year: March)	3/11/2026	Safety & Security	Ok but suggest quarterly
Ridership Report (Semi-Annual: Jan/June and presented in conjunction with mid year and annual budget adoption)	6/10/2026	Planning	Ok but suggest quarterly
Annual ZEB Program Update (Annual: June)	6/10/2026	Operations	Staff FYI report memo only
Budget Adoption (Annual: June)	6/10/2026	Finance	Yes
Notice of Scheduled Adoption of the Appropriations Limit (Annual: July)	6/24/2026	Finance	OK
Audit Engagement Letter (Annual: July)	7/22/2026	Finance	No, internal
Adoption of Appropriations Limit (Annual: Aug)	7/22/2026	Finance	Yes
Status of Active Contracts and Spending Amounts Over $250,000 Report (Annual: September)	9/23/2026	Finance	OK, Staff FYI report memo only
Surplus & Obsolete Materials Report For Prior Fiscal Year (Annual: September)	9/23/2026	Finance	No, internal only
Wellness Program Report (Annual: Oct)	10/28/2026	Human Resources	Staff FYI report memo only
Update on Strategic Plan Progress (Semi-Annual: Mar/Sept)	TBD	Planning	Yes

Policy Review

Policy	**Policy No.**	**Responsible Department**	**Expected Agenda Date**	TWG COMMENTS
Procedure for Amendments to the Alameda-Contra Costa Transit District Retirement Plan	665	General Counsel	10/22/2025	No
Tempo Camera Use Policy	411	General Counsel	10/22/2025	No
Conflicts of Interest and Standards for Ethical Conduct	702	General Counsel	10/22/2025	No
Service Standards and Design Policy	545	Planning & Engineering	11/19/2025	Yes
Personnel Policies for Unrepresented Employees	296	Human Resources/ General Counsel	11/19/2025	No

Attendance	232	Human Resources/ General Counsel	11/19/2025	No
Candidates Statement of Qualification Costs	140	District Secretary/ General Counsel	11/19/2025	
Elections: Political and Campaign Activities	145	General Counsel/District Secretary	11/19/2025	No
Zero Tolerance for Workplace Violence	218	Human Resources/ General Counsel	11/19/2025	Yes
Standards for Operation of Supplementary Service	546	Planning & Engineering	11/19/2025	No
Social Media Use	456	External Affairs, Marketing & Communications	11/19/2025	Yes
Anti-Bullying and Prevention of Abusive Conduct	201	Human Resources/ General Counsel	11/19/2025	
Compensation for Directors	123	General Counsel/District Secretary	12/10/2025	Yes
Advertising on District Property	451	External Affairs, Marketing & Communications	12/10/2025	Yes
Board of Directors Rules for Procedure	101	District Secretary/ General Counsel	multiple dates	Yes
Alcohol and Substance Abuse Policy	200	Civil Rights & Compliance	TBD	No

ALAMEDA-CONTRA COSTA TRANSIT DISTRICT

AGENDA

Board of Directors - Regular Meeting
AC Transit General Offices
2nd Floor Board Room
1600 Franklin Street, Oakland, California

Closed Session 4:00 PM
Regular Meeting 5:00 PM

HYBRID MEETING

Phone (669) 900 6833 Webinar ID: 984 8717 5063
[Zoom link https://actransit.zoom.us/j/98487175063](https://actransit.zoom.us/j/98487175063)

Wednesday, October 8, 2025 at 5:00 PM

MEMBERS OF THE BOARD OF DIRECTORS
DIANE SHAW, PRESIDENT (WARD 5)
MURPHY MCCALLEY, VICE PRESIDENT (WARD 4)
VACANT (WARD 1)
JEAN WALSH (WARD 2)
SARAH SYED (WARD 3)
ANTHONY C. SILVA (WARD 6)
JOEL YOUNG (AT-LARGE)

BOARD OFFICERS
SALVADOR LLAMAS, GENERAL MANAGER/CHIEF EXECUTIVE OFFICER
AIMEE L. STEELE, GENERAL COUNSEL/CHIEF LEGAL OFFICER
LINDA A. NEMEROFF, BOARD ADMINISTRATIVE OFFICER/DISTRICT SECRETARY

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1. CALL TO ORDER

2. ROLL CALL

3. PRESENTATION

3.A. Presentation from the Metropolitan Transportation Commission (MTC) on Senate Bill 125 Regional Accountability Measure Progress. **25-507**

Presenter:
Theresa Rommell, Director, Funding Policy and Programs, MTC

4. PUBLIC COMMENT

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5. MODIFICATIONS TO THE AGENDA

6. CONSENT CALENDAR (AND CALL FOR PUBLIC COMMENT ON CONSENT ITEMS)

6.A. ~~Consider receiving the General Manager's Access Committee minutes of July 8, 2025.~~ **25-486**

Staff Contact:
Ramakrishna Pochiraju, Executive Director of Planning & Engineering

6.B. Consider Adoption of Resolution 25-034 Celebrating the 35th Anniversary of the Americans with Disabilities Act. **25-488**

Staff Contact:
Ramakrishna Pochiraju, Executive Director of Planning & Engineering

6.C. ~~Consider authorizing the General Counsel to attend the Transportation Research Board (TRB) Annual Meeting on January 11 - 15, 2026 in Washington D.C.~~ **25-490**

Staff Contact:
Aimee L. Steele, General Counsel/Chief Legal Officer

6.D. ~~Consider receiving the Semi-Annual Employee and Non-Employee Out-of-State Travel Report for the second half of FY 2024-25.~~ **25-469**

Staff Contact:
Chris Andrichak, Chief Financial Officer

7. REGULAR CALENDAR

Finance and Audit Items - Chair McCalley

7.A. Consider adoption of Resolution 25-025 to create a Deferred Compensation Plan Committee to oversee the District's existing Deferred Compensation Plan. **24-409a**

Staff Contact:
Chris Andrichak, Chief Financial Officer

7.B. Consider receiving a report on a plan for determining future fare increases. **25-363**

Staff Contact:
Chris Andrichak, Chief Financial Officer

Operations Items - Chair Walsh

7.C. ~~Consider receiving a presentation on the effectiveness of the District's Wellness Program. [Requested by director Walsh - 11/13/2024]~~ **25-291**

Staff Contact:
James Arcellana, Executive Director of Human Resources

7.D. ~~Consider receiving the National Transit Database (NTD) Operator Assault Report assessing AC Transit's operator assaults with all U.S. transit agencies providing ground transportation.~~ **25-401**

Staff Contact:
Salvador Llamas, General Manager/Chief Executive Officer

Board Administrative Matters - President Shaw

7.E. Consider review of Board Policy 125 - Health and Welfare Benefits for Retired Elected Officials and consider the adoption of Resolution No. 25-035 terminating health and welfare benefits for retired elected officials, excluding those already receiving benefits, and amending Board Policy No. 138 accordingly. **25-373**

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

7.F. Consider receiving an update on the status of filling the Ward 1 seat on the Board of Directors. (verbal) **25-423a**

Staff Contact:
Linda Nemeroff, Board Administrative Officer/District Secretary

8. CLOSED SESSION/REPORT OUT

The items for consideration are listed below and will be reported on by the General Counsel as necessary at the end of the meeting.

8.A. Conference with Legal Counsel – Existing Litigation

(Paragraph 1 of subdivision (d) of Government Code Section 54956.9)

- Runnells v. AC Transit, Alternative Dispute Resolution Case No. AC-ADR-000179

8.B. Conference with Legal Counsel – Anticipated Litigation

Significant exposure to litigation pursuant to Government Code Section 54956.9(d)(2) and (d)(3): one (1) potential case. Claim of Yasmin Rafiei. Claim No. 23-AL00135

8.C. Conference with Labor Negotiators

(Government Code Section 54957.6):
Agency Designated Representative:
- General Manager Salvador Llamas
- Labor and Employee Relations Representative

Employee Organizations: ATU Local 192, AFSCME Local 3916, IBEW Local 1245, Unrepresented Employees

8.D. Public Employee Performance Evaluation

(Government Code Section 54957)
Title: General Manager, General Counsel, District Secretary

9. AGENDA PLANNING

~~Directors are limited to two agenda planning requests per meeting. Each item requested shall have the concurrence of three Directors, including the requestor.~~

9.A. ~~Review of Agenda Planning Pending List and Agenda Planning Request Forms.~~ **25-015r**

Staff Contact:
Linda Nemeroff, Board Administrative Officer/District Secretary

10. GENERAL MANAGER'S REPORT

11. BOARD/STAFF COMMENTS

(Government Code Section 53232.3(d))
Members of a legislative body shall provide brief reports on meetings attended at the expense of the local agency at the next regular meeting of the legislative body.

11.A. Written reports from Board members on travel to District-related conferences occurring in the last 30 days. **25-038r**

Staff Contact:
Linda Nemeroff, Board Administrative Officer/District Secretary

12. ADJOURNMENT

Next Meeting: October 22, 2025 at 5:00 p.m.

MEETING DISCLOSURES

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ALAMEDA-CONTRA COSTA TRANSIT DISTRICT

AGENDA

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AC Transit General Offices
2nd Floor Board Room
1600 Franklin Street, Oakland, California

Closed Session - 3:15 PM
Regular Meeting 5:00 PM

HYBRID MEETING

Phone (669) 900 6833   Webinar ID: 984 8717 5063
[Zoom link https://actransit.zoom.us/j/98487175063](https://actransit.zoom.us/j/98487175063)

Wednesday, June 25, 2025 at 5:00 PM

MEMBERS OF THE BOARD OF DIRECTORS
DIANE SHAW, PRESIDENT (WARD 5)
MURPHY MCCALLEY, VICE PRESIDENT (WARD 4)
H. E. CHRISTIAN PEEPLES (WARD 1)
JEAN WALSH (WARD 2)
SARAH SYED (WARD 3)
ANTHONY C. SILVA (WARD 6)
JOEL YOUNG (AT-LARGE)

BOARD OFFICERS
SALVADOR LLAMAS, GENERAL MANAGER/CHIEF EXECUTIVE OFFICER
AIMEE L. STEELE, GENERAL COUNSEL/CHIEF LEGAL OFFICER
LINDA A. NEMEROFF, BOARD ADMINISTRATIVE OFFICER/DISTRICT SECRETARY

TELECONFERENCE:

Director Sarah Syed, 56483 McKenzie Hwy #22, McKenzie Bridge, OR 97413

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1. CALL TO ORDER

2. ROLL CALL

3. PUBLIC COMMENT

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4. MODIFICATIONS TO THE AGENDA

5. CONSENT CALENDAR (AND CALL FOR PUBLIC COMMENT ON CONSENT ITEMS)

5.A. Consider approving Board of Directors meeting minutes of June 11, 2025. **25-050**

Staff Contact:
Linda A. Nemeroff, Board Administrative Officer/District Secretary

5.B. ~~Consider adoption of Resolution No. 25-023 authorizing the District Secretary to destroy administrative records related to the recruitment of Board Officers prior to 2024.~~ **25-321**

Staff Contact:
Linda A. Nemeroff, Board Administrative Officer/District Secretary

5.C. Consider the adoption of Resolution No. 25-027 providing notice of the scheduled adoption of an Appropriations Limit for Fiscal Year 2025-26. **25-337**

Staff Contact:
Chris Andrichak, Chief Financial Officer

5.D. Consider authorizing the General Manager or his designee to execute a funding agreement with the Treasure Island Development Authority (TIDA) to fund the purchase of zero emission buses through the Affordable Housing and Sustainable Communities (AHSC) grant program. **25-283**

Staff Contact:
Chris Andrichak, Chief Financial Officer

6. REGULAR CALENDAR

External Affairs Items - Chair Peeples

6.A. ~~Consider receiving the Monthly Legislative Report and approving the recommended legislative positions.~~ **25-159**

Staff Contact:
Claudia Burgos, Interim Executive Director of External Affairs, Marketing and Communications

Finance and Audit Items - Chair McCalley

6.B. Consider adopting the five-year Capital Improvement Plan (CIP) for Fiscal Years 2025-26 through FY2029-30. **25-282**

Staff Contact:
Chris Andrichak, Chief Financial Officer

Planning Items - Chair Young

6.C. ~~Consider receiving the annual progress report on AC Transit's Zero Emission Program.~~ **25-346**

Staff Contact:
Ramakrishna Pochiraju, Executive Director of Planning & Engineering

6.D. ~~Consider receiving a report on the Non-revenue Fleet Zero Emission Transition Plan.~~ **25-323**

Staff Contact:
Salvador Llamas, General Manager/Chief Executive Officer

7. CLOSED SESSION/REPORT OUT

The items for consideration are listed below and will be reported on by the General Counsel as necessary at the end of the meeting.

7.A. Conference with Legal Counsel – Existing Litigation

(Government Code Section 54956.9 (a))

Jean Gouveia v. AC Transit, WCAB Case Number: ADJ7764559; ADR Case Nos. AC-ADR-000721 and AC-ADR-000134.

7.B. Conference with Legal Counsel – Anticipated Litigation

Significant exposure to litigation pursuant to Government Code Section 54956.9(d)(2) and (d)(3): three (3) potential cases

7.C. Conference with Labor Negotiators
(Government Code Section 54957.6):
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8. AGENDA PLANNING

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8.A. Review of Agenda Planning Pending List and Agenda Planning Request Forms. **25-015l**

Staff Contact:
Linda Nemeroff, Board Administrative Officer/District Secretary

9. GENERAL MANAGER'S REPORT

9.A. General Manager's Report for June 25, 2025. **25-014f**

10. BOARD/STAFF COMMENTS

(Government Code Section 54954.2)

10.A. ~~Written reports from Board members on travel to District related conferences occurring in the last 30 days.~~ **25-038l**

Staff Contact:
Linda Nemeroff, Board Administrative Officer/District Secretary

11. ADJOURNMENT

Next Meeting: July 9, 2025 at 5:00 p.m.

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