

ALAMEDA-CONTRA COSTA TRANSIT DISTRICT



STAFF REPORT

MEETING DATE: 1/8/2025

Staff Report No. 25-123

TO: AC Transit Board of Directors
FROM: Aimee L. Steele, General Counsel/Chief Legal Officer
SUBJECT: Resolution No. 25-006 Censuring Director Sarah Syed for Violating District Policy

ACTION ITEM

AGENDA PLANNING REQUEST:

RECOMMENDED ACTION(S):

Consider the adoption of Resolution No. 25-006 censuring Sarah Syed for violation of Board Policies 101 and 702.

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

STRATEGIC IMPORTANCE:

None.

BUDGETARY/FISCAL IMPACT:

None, unless the Board directs changes to the resolution, e.g., to deny Director Syed use of her travel account or some other action within the Board's lawful discretion.

BACKGROUND/RATIONALE:

Censure

Censure is defined as the "formal resolution of a legislative, administrative, or other body reprimanding a person, normally one of its own members, for a specified conduct" and "an official reprimand or condemnation" (Black's Law Dictionary). Censure serves as a way for a body to hold its members accountable for their actions, ensuring they act ethically. District employees are held accountable for following rules, policies, and regulations, through performance management by managers, supervisors, and executives. Board Officers are accountable to the Board for their performance and behavior. Censure is a mechanism for Board members to hold each other accountable while upholding the integrity of the Board and the agency. Censure also serves as a deterrent to curb future behavior that violates policy. A violation of Board policy is sufficient for the Board to consider and approve censure.

Violations of Board Policy 101 - Board of Directors Rules for Procedure and Board Policy 702 - Conflicts of Interest and Standards of Ethical Conduct

On or about March 14, 2024, then General Manager/CEO Michael Hursh complained that Director Syed engaged in bullying and disrespectful behavior toward him, and that Director Syed improperly interfered with his ability to conduct his duties as General Manager/CEO. On or about March 20, 2024, an outside investigator was retained to investigate. Interim General Counsel Shayna van Hoften oversaw the investigation. On or about March 28, 2024, Mr. Hursh provided the investigator with a memorandum further setting out his complaints.

Mr. Hursh, Director Syed, and two other District employees were interviewed by the investigator as part of the investigation. The investigator also reviewed documents as well as video/audio from certain Board of Directors Meetings. The investigator reviewed the following Board Policies: Board Policy 101 - Board of Directors Rules for Procedure; Board Policy 160 - Board Officers: Performance Evaluations & Compensation, Employment Agreements, Leave Notification; Board Policy 201 - Anti Bullying and Prevention of Abusive Conduct; and Board Policy 702 - Conflicts of Interest and Standards of Ethical Conduct. Closure letters were issued to Mr. Hursh and Director Syed on November 5, 2024.

During the investigation, information was provided by witnesses that support a finding of violations of Board Policies 101 and 702. The investigator concluded Director Syed violated Board Policy 101. Board Policy 101 states in relevant part,

“Except for inquiry purposes, the Board of Directors and individual Board members shall deal with District employees solely through the Board Officer (General Manager, General Counsel, or District Secretary) having supervisory responsibility over individual employees. The Board or individual Board members shall not give orders to any District employee under the jurisdiction of an Officer...”.

The investigator also concluded Director Syed violated Board Policy 702 by engaging in communication with staff that could have been interpreted by staff as directing their work or attempting to influence the content of their reports. This was supported by the statements of two witnesses interviewed as part of the investigation as well as emails documenting these incidents. Board Policy 702 states in relevant part,

“Board members, unless authorized by the Board, shall not individually direct the work of Board Officers or staff, or attempt to influence the content of reports from Board Officers of staff”.

According to the investigator, Director Syed’s request to staff regarding Realign analysis in her May 24, 2024, email could be construed as an attempt to influence the content of an in-process staff report prior to finalization. Additionally, Director Syed’s June 5, 2024, email to staff requesting staff to make specific changes to Realign workshop materials could be perceived as directing staff’s work.

A finding of a violation of Board Policy 101 and 702 was also supported by the statements of two witnesses interviewed as part of the investigation. Both witnesses stated to the investigator, there have been instances where Director Syed has reached out to staff in such a way that her communications may have been interpreted as directing their work. Considering her position as Director relative to that of staff, such a request

could reasonably be construed as giving direction.

The investigator did not substantiate a violation of Board Policy 201, Anti-Bullying and Prevention of Abusive Conduct.

ADVANTAGES/DISADVANTAGES:

A decision to censure Director Syed based on violating Board Policies 101 and 702 is within the discretion of the Board.

ALTERNATIVES ANALYSIS:

The Board could choose not to censure Director Syed.

The Board could choose to remove or limit certain privileges, such as restricting the use of her travel account, and/or reducing or eliminating her committee appointments.

PRIOR RELEVANT BOARD ACTION/POLICIES:

Staff Report 24-637 - an oral request to waive attorney-client privilege (report only) and release a redacted version of the investigatory report prepared in response to the allegations made by Michael Hursh against Sarah Syed (authorized for release on December 30, 2024).

ATTACHMENTS:

1. Draft Resolution No. 25-006
2. Redacted Investigation Executive Summary Dated October 22, 2024 (privilege waived and redacted report released December 30, 2024).
3. Condensed Executive Summary of Investigative Findings Dated October 22, 2024 (privilege waived and executive summary released December 30, 2024).

Prepared by:

Aimee L. Steele, General Counsel / Chief Legal Officer

Approved/Reviewed by:

Aimee L. Steele, General Counsel/Chief Legal Officer