



Board Policy No. 123

Compensation for Directors

ADOPTED: 10/1989

RECENT AMENDMENT: 12/2025

SEE ALSO: 120, 125

SUBJECT CATEGORY: SECTION 100, GOVERNANCE & ADMINISTRATION

SUBSECTION: COMPENSATION AND BENEFITS (Board of Directors)

CONTROL DEPARTMENT: GENERAL COUNSEL

I. ATTACHMENTS

Ordinance No. 15, Enacted by the Board of Directors on November 14, 2007.

Resolution No. 25-039, Enacted by the Board of Directors on December 10, 2025.

* NOTES: Ordinance Nos. 9 and 9B, Repealed November 12, 1993 and November 2, 2000, respectively. Resolution No. 07-052, Repealed December 12, 2007. Resolution No. 10-053, Repealed December 10, 2025.

**ALAMEDA-CONTRA COSTA TRANSIT DISTRICT
ORDINANCE NO. 15**

**AN ORDINANCE AMENDING BOARD POLICY NO. 114 (COMPENSATION FOR
DIRECTORS) BY THE REPEAL OF ORDINANCES NOS. 9 AND 9B AND
AUTHORIZING THE ESTABLISHMENT OF COMPENSATION AND
REIMBURSEMENT FOR MEMBERS OF THE BOARD OF DIRECTORS BY
ADOPTION OF A RESOLUTION**

WHEREAS, in accordance with Section 24908 of the California Public Utilities Code, the Board of Directors of the Alameda-Contra Costa Transit District adopted Ordinance No. 9, April 8, 1993, to authorize compensation for Members of the Board of Directors; and

WHEREAS, provisions of Ordinance No. 9 were clarified by the enactment of Ordinance of 9B in November 2000, and

WHEREAS, Chapter 213 of the 2007 Legislative Session has been enacted, authorizing the District Board of Directors to increase the compensation of and provide for reimbursement of members of the Board of Directors subject to certain rules and regulation, which will be set forth in a resolution; and

WHEREAS, the Board of Directors desires to authorize an increase in its compensation in accordance with Chapter No. 213 by enactment of this Ordinance to, among other things, authorize the establishment of the provisions for compensation and reimbursement to the Board by the adoption of a resolution;

NOW, THEREFORE, be it enacted by the Board of Directors of the Alameda-Contra Costa Transit District as follows:

Section 1. The Board of Directors shall, by resolution, determine the amount of compensation for each director for the performance of his or her duties and responsibilities. Said resolution also shall identify the grounds and procedures for reimbursement of expenses for directors.

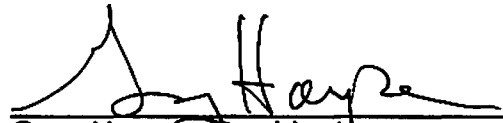
Section 2. Ordinances Nos. 9 and 9B are repealed in their entirety.

Section 3. Board Policy No. 114 shall consist of this ordinance and any resolution adopted pursuant to it.

Section 4. The provisions of Sections 1 and 2, above, shall not take effect until January 1, 2008.

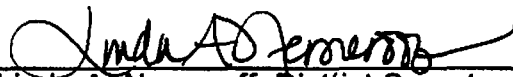
Section 5. This ordinance shall become effective thirty (30) days after its adoption which shall be at least three days after its introduction. This ordinance shall be published once a week for two consecutive weeks following its passage in a newspaper of general circulation within the District.

PASSED AND ADOPTED this 14th day of November, 2007.



Greg Harper, President

ATTEST:



Linda A. Nemeroff, District Secretary

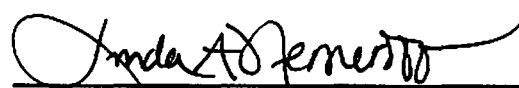
I, Linda A. Nemeroff, District Secretary for the Alameda-Contra Costa Transit District, do hereby certify that the foregoing Ordinance was introduced at a Special Meeting of the Board of Directors held on October 17, 2007, and adopted at a Regular Meeting of the Board of Directors held on the 14th day of November 2007, by the following roll call vote:

AYES: DIRECTOR PEEPLES, VICE PRESIDENT KAPLAN, DIRECTORS WALLACE, ORTIZ, FERNANDEZ, DAVIS, PRESIDENT HARPER

NOES: NONE

ABSENT: NONE

ABSTAIN: NONE



Linda A. Nemeroff, District Secretary

Approved as to Form:



Kenneth C. Scheidig, General Counsel

**ALAMEDA-CONTRA COSTA TRANSIT DISTRICT
RESOLUTION NO. 25-039**

**A RESOLUTION REGARDING COMPENSATION FOR THE MEMBERS OF THE BOARD OF
DIRECTORS, REIMBURSEMENT FOR EXPENSES AND AMENDING BOARD POLICY NO. 123 BY
THE REPEAL OF RESOLUTION NO. 10-053 AND REPLACING IT WITH THIS RESOLUTION**

WHEREAS, Public Utilities Code Section 24908, enacted in 1955 and amended in 1982, has set the compensation for the directors at one hundred dollars (\$100) for attendance at authorized meetings, not to exceed five hundred dollars (\$500) in a calendar month; and

WHEREAS, Section 24908 permits directors to be compensated for necessary travel and personal expenses incurred in the performance of their duties as authorized by the Board; and

WHEREAS, Assembly Bill 490 was enacted during the 2007 Legislative Session (Chapter 213) and it, in part, amended Section 24908 to permit the compensation paid to each director to be one thousand dollars (\$1,000) per month, subject to compliance with specific attendance requirements and allowed an annual adjustment to said monthly compensation to be effective under specific conditions; and

WHEREAS, the legislation also permitted the reimbursement of actual and necessary travel and incidental expenses incurred while a director is on official business; and

WHEREAS, Senate Bill 1318 was enacted during the 2010 Legislative Session (Chapter 491) amending a portion of Section 24908 to change the criterion for the receipt of the \$1,000 monthly stipend for attendance at board meetings from “attendance at all scheduled and noticed board meetings” to attendance at “all scheduled and noticed regular board meetings” held in each month the monthly stipend is claimed; and

WHEREAS, Assembly Bill 1141 was enacted during the 2025 Legislative Session amending a portion of Section 24908 to state that an adjustment in the Board’s compensation shall not become effective until the first day of the new fiscal year.

WHEREAS, this resolution will bring the compensation for the directors and reimbursement for expenses in compliance with AB 1141 and eliminate conflicting documents in Board Policy No. 123.

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

Section 1. Each director shall be entitled to receive compensation of one thousand dollars (\$1,000) per month (the Monthly Stipend) for the performance of his/her duties as a director, in lieu of per-meeting compensation, provided the following criteria is met:

- a. Prior to the end of each month in which compensation is being claimed, each director shall fill out and provide to the District Secretary a Director’s Fees Form (Exhibit A)

indicating the scheduled and noticed regular Board meetings the director attended during that month, as well as attendance at Board Committee meetings held during that month on which the director is a member. The District Secretary shall verify that the information on the form is correct, initial it and route the form for Chief Financial Officer and General Manager approval.

- b. In any month in which a director attended all the scheduled and noticed regular Board meetings, as well as Board Committee meetings on which the director is a member, and this information is verified by the District Secretary, the director shall be entitled to receive the Monthly Stipend identified above.
- c. In any month in which a director attends all scheduled and noticed regular Board meetings but fails to attend a Board Committee meeting on which the director is a member, the sum of one hundred (\$100) shall be deducted from the Monthly Stipend for each such Board Committee meeting the director is absent, unless the absence is excused as provided in either subsection 2.a. or 2.b., below.

Section 2. If a director is not in attendance at one or more of the meetings identified in Section 1, including all the meetings, the determination whether the director was in attendance or absent from the meeting(s) for the purpose of receiving compensation as provided in Section 1, above, shall depend on the following circumstances:

- a. If the director was not in attendance because the director was on or attending to "authorized, official district business", the director shall be deemed to have attended the required meeting(s). A director shall be deemed to be on "authorized, official district business" if the director is attending a conference or meeting authorized under Board Policy No. 155 or attending a meeting listed in Exhibit B.
- b. If the director was not on or attending to "authorized, official district business" at the time of the director's absence from the required meeting(s), the director's absence may be authorized as excused by the Board President or Vice President and the basis for the authorization shall be noted in the record of the meeting at which the director is absent or a written authorization, with justification, by the Board President or Vice President attached to the Director's Fees Form. Neither the Board President or Vice President may authorize their own absence; the absence of either must be authorized by the other officer (i.e. President for Vice President and vice versa) A director shall be entitled to no more than two excused absences during a calendar year, without disqualifying the director for a monthly stipend.
- c. If a director claims an absence is authorized, the director shall specify on the Director's Fees Form the justification for the absence based on the aforementioned criteria.

Section 3. Beginning in calendar year 2026, the Monthly Stipend shall be adjusted on July 1 of each calendar year based on the percentage increase in the California Consumer Price Index for the previous calendar year, as calculated by the Department of Finance.

Section 4. Each director is entitled to receive necessary traveling and personal expenses incurred solely as a result of the performance of his/her duties as a director, subject to the provisions of Exhibit B and Board Policy No. 155.

Section 5. Resolution No.10-053 is repealed and this resolution, together with its Exhibits, and Ordinance 15 shall constitute Board Policy No. 123.

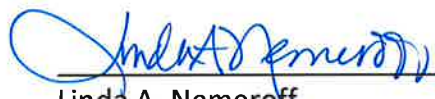
Section 6. This Resolution shall become effective on January 1, 2026, upon its passage by four affirmative votes of the Board of Directors.

PASSED AND ADOPTED this 10th day of December 2025.



Diane Shaw
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 10th day of December, 2025, by the following roll call vote:

AYES: VICE PRESIDENT MCCALLEY, DIRECTORS YOUNG, SANDHU, WALSH, SYED, SILVA
AND PRESIDENT SHAW

NOES: NONE

ABSENT: NONE

ABSTAIN: NONE



Linda A. Nemeroff
Board Administrative Officer/District Secretary

Approved as to Form and Content:



Aimee L. Steele
General Counsel/Chief Legal Officer



DIRECTOR’S MONTHLY STIPEND FEES FORM

TO: Payroll Department
FROM: District Secretary’s Office
SUBJECT: Monthly Stipend Fees

DIRECTOR: _____ MONTH: _____ YEAR: _____

NOTE: Pursuant to Board Policy 123, compensation will be paid for all authorized meetings outlined in Resolution No. 25-039. Attendance is required for all noticed & scheduled Regular meetings held in each month the monthly stipend is claimed.

DATE	BOARD MEETING (including Special & Joint Board Meetings)	PRESENT	ABSENT	EXCUSED
DATE	OTHER MEETINGS (Reporting is Optional)	PRESENT		

CHARGE TO ACCOUNT NO. 0100-50384 Total Fees: _____

The District Secretary has verified that the information on this form is correct, and that the above-named Director is entitled to the statutory fee set forth in Public Utilities Code Section 24908 and Board Resolution No. 10-053.

District Secretary’s Signature (Date)

Director’s Signature (Date)

Chief Financial Officer’s Signature (Date)

General Manager’s Signature (Date)

**IDENTIFICATION OF MEETINGS THAT QUALIFY
AS AUTHORIZED, OFFICIAL DISTRICT BUSINESS FOR PURPOSES OF
RESOLUTION NO. 25-039 AND PUC §99156**

A District Board Member shall be considered to be engaged in "authorized official District business" if attending any of the following on behalf of the District and in their capacity as a director:

1. Meetings of District Inter-agency Liaison Committees.
2. Meetings of the General Manager's Access Committee.
3. Meetings of the AC Transit Retirement Board.
4. Meetings of the East Bay Paratransit Access Committee.
5. Meetings of the Metropolitan Transportation Commission or its' committees.
6. Meetings of the Transbay Joint Powers Authority.
7. Meetings of the West Contra Costa Transportation Commission or its' committees.
8. Meetings of the Contra Costa County Transportation Authority and the Alameda County Transportation Commission and their committees.
9. Meetings of the Association of Bay Area Governments & the Bay Area Air Quality Management District.
10. Meetings of the Alameda and/or Contra Costa County Mayor's Conferences.
11. Public meetings established by the District to solicit public input and input from other public entities and community groups.
12. Meetings of the American Public Transportation Association (APTA) or California Transit Association or committees of those organizations.
13. Any meeting or conference that qualifies as district business under Board Policy 155 - Travel, Meeting and Miscellaneous Expense Reimbursements for Directors and Board Officers
14. Any meetings of other public entities regarding issues, directly or indirectly, related to AC Transit (including, but not limited to the Board of Supervisors, City Councils, Advisory Committees to these bodies, and the California Transportation Commission).
15. Meetings of any body established by the Board of Directors.
16. Meetings of any external body to which an AC Transit Board member has been appointed by the Board President.