



Board Policy No. 123

Compensation for Directors

ADOPTED: 10/1989

RECENT AMENDMENT: 11/2010

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. 10-053, Enacted by the Board of Directors on November 17, 2010.

* NOTES: Ordinance Nos. 9 and 9B, Repealed November 12, 1993 and November 2, 2000, respectively. Resolution No. 07-052, Repealed December 12, 2007

**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.

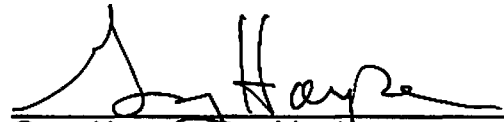
Section 2. Ordinances Nos. 9 and 9B are repealed in their entirety.

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. 10-053

A RESOLUTION ESTABLISHING COMPENSATION FOR THE MEMBERS OF THE BOARD OF DIRECTORS, REIMBURSEMENT FOR EXPENSES AND AMENDING BOARD POLICY NO. 114 BY THE REPEAL OF RESOLUTION NO. 07-052 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 an calendar month; and

WHEREAS, Section 24908 permits directors to be compensated for necessary traveling 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, this resolution will bring the compensation for the directors and reimbursement for expenses in compliance with SB 1318 and eliminate conflicting documents in Board Policy No. 114;

NOW THEREFORE, the Board of Directors of the Alameda-Contra Costa Transit District does 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 (Attachment 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 he/she is a member. The District Secretary shall verify that the information on the form is correct, initial it and route the form.
- b. In any month in which a director attended all of the scheduled and noticed regular Board meetings, as well as Board Committee meetings on which he/she 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 he/she 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 of the meetings, the determination whether he/she 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 he/she was on or attending to "authorized, official district business" he/she shall be deemed to have attended the required meeting(s). A director shall be deemed to be on "authorized, official district business" if he/she is attending a conference or meeting authorized under Board Policy No. 180A or attending a meeting listed in Attachment B.
- b. If the director was not on or attending to "authorized, official district business" at the time of his/her absence from the required meeting(s), his/her absence may be authorized 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, he/she shall specify on the Director's Fees Form the justification for the absence based on the aforementioned criteria.

Section 3. The Monthly Stipend shall be adjusted on or about January 1 of each calendar year based on the percentage increase in the California Consumer Price Index, as calculated by the Department of Finance. However, even though the Monthly Stipend is recalculated each calendar year those increases shall not become effective until the next regular election (starting in 2008) of the directors following the adoption of this resolution and every subsequent regular election thereafter (e.g. November 2010, November 2012, etc.).

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 Attachment B and Board Policy No. 180A.

Section 5. All prior resolutions, including Resolution No. 07-052, are repealed and this resolution, together with its attachments, and Ordinance 15 shall constitute the provisions of Board Policy No. 114.

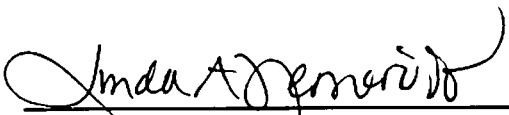
Section 6. This Resolution shall become effective on January 1, 2011, immediately following the effective date of SB 1318, upon its passage by four affirmative votes of the Board of Directors.

PASSED AND ADOPTED this 17th day of November 2010.



Ryan "Rocky" Fernandez, President

Attest:



Linda A. Nemeroff, District Secretary

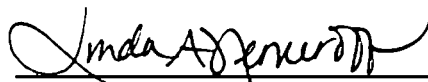
I, Linda A. Nemeroff, District Secretary for the Alameda-Contra Costa Transit District, certify that the foregoing Resolution was passed and adopted at a Special Meeting of the Board of Directors held on the 17th day of November 2010, by the following roll call vote:

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

NOES: NONE

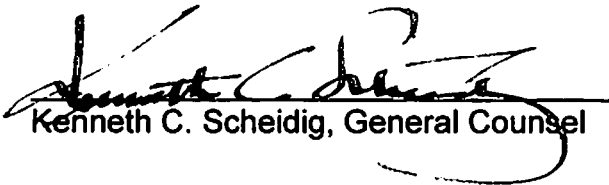
ABSENT: NONE

ABSTAIN: NONE



Linda A. Nemeroff, District Secretary

Approved as to Form:



Kenneth C. Scheidig, General Counsel

**IDENTIFICATION OF MEETINGS THAT QUALIFY
AS AUTHORIZED, OFFICIAL DISTRICT BUSINESS FOR PURPOSES OF
RESOLUTION NO. 10-053 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 the following Interagency Committees:
 - a. AC Transit/City of Berkeley Liaison Committee;
 - b. AC Transit/Emeryville Liaison Committee
 - c. BART/AC Transit Liaison Committee;
 - d. Central Alameda County Policy Advisory Committee;
 - e. City of Alameda/AC Transit Liaison Committee;
 - f. South Alameda County Policy Advisory Committee; and
 - g. Policy Steering Committee (BRT).
2. Meetings of the Accessibility Advisory Committee, the AC Transit Retirement Board; the Transbay Task Force and the Service Review Advisory Committee;
3. Meetings of the Metropolitan Transportation Commission or its' committees
4. Meetings of the Transbay Joint Powers Authority;
5. West Contra Costa Transportation Advisory Committee meetings;
6. Meetings of the Alameda County Congestion Management Agency, the Alameda and/or Contra Costa County Transportation Authorities and the Alameda County Transportation Commission;
7. Meetings of the Association of Bay Area Governments, the Bay Area Air Quality Management District, and the Bay Area Alliance for Sustainable Communities;
8. Meetings of the Alameda and/or Contra Costa County Mayor's Conferences;
9. Board Special Ad Hoc Committees as appointed by the Board President and entered into the minutes of the Board of Directors, either at the meeting when the meeting is created or at the next regular meeting of the Board of Directors;
10. Public meetings established by the District to solicit public input and input from other public entities and community groups;
11. Meetings of the American Public Transportation Association (APTA) or California Transit Association or committees of those organizations;
12. 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); and
13. Meetings of multi-jurisdictional Policy Advisory Committees established by the Board of Directors subject to any limitations on attendance contained in any other resolution adopted by the Board of Directors.