

**CHITTENDEN REGIONAL SOLID WASTE
MANAGEMENT DISTRICT**

**RESOLUTION RELATING TO THE ESTABLISHMENT OF
AN EXECUTIVE BOARD, GRANTING CERTAIN POWERS
TO THE EXECUTIVE BOARD, AND ESTABLISHING
LIMITATIONS ON THE AUTHORITY OF THE EXECUTIVE
BOARD.**

IN THE YEAR ONE THOUSAND NINETEEN-HUNDRED AND NINETY-ONE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE CHITTENDEN REGIONAL SOLID WASTE MANAGEMENT DISTRICT ("DISTRICT") AS FOLLOWS:

WHEREAS, the Board of Commissioners of the District, pursuant to its Charter agreement, shall have the authority to establish an Executive Board and grant such powers to the Executive Board as it may deem necessary;

WHEREAS, the Board of Commissioners has found the establishment of an Executive Board to be necessary and desirable;

WHEREAS, the Board of Commissioners of the District wishes to establish the functions, and powers of the Executive Board and to establish limitations upon the exercise of those functions and powers;

WHEREAS, the Executive Board shall consist of the Chair of the Board of Commissioners and two members of the Board of Commissioners elected by the Board of Commissioners.

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS;

The Board of Commissioners of the District hereby establishes the Executive Board consisting of the Chair of the Board of Commissioners and two other Members of the Board of Commissioners to be elected by the Board of Commissioners

IT IS FURTHER RESOLVED that the Executive Board shall have only the following functions and powers;

1. To supervise, on behalf of the Board of Commissioners, the work performance of the District's General Manager. Such supervision shall include:
 - a. Doing performance appraisals of the General Manager as required, but in any event, at least once a year;
 - b. Determining the compensation, benefits, and other terms of employment of the General Manager consistent with the personnel policies approved by the Board of Commissioners and subject to final approval by the Board of Commissioners;

- c. Determining and executing any necessary disciplinary actions which may be required to be taken against the General Manager; however, termination must be approved by the full Board.
- d. Hearing grievances of the General Manager's direct reports (at their request) and taking appropriate actions on those grievances;
- e. Serve as counselor and advisor to the General Manager.

Any decisions made by the Executive Board under No. 1 may be appealed to the full Board of Commissioners, at the request of the General Manager. The General Manager must request such an appeal within 14 days of receiving written notice of the Executive Board's decision. The Board of Commissioners will hear such appeals in executive session or in public session as the General Manager requests.

- 2. To review and approve the agenda for all meetings of the Board of Commissioners except special meetings called under an emergency.
- 3. To identify (and place on the agenda for meetings of the Board of Commissioners) emerging issues which the Executive Board determines are necessary or desirable for the Board of Commissioners to consider.
- 4. To review all contracts and contract change orders with the General Manager prior to their submission to the Board of Commissioners for approval.
- 5. To annually perform reviews of management systems, report to the Board of Commissioners on the compliance with and adequacy of such systems, and recommend changes to such systems, both to the General Manager and to the Board of Commissioners. Systems to be reviewed include but are not limited to:
 - a. Personnel management policies and procedures;
 - b. Contract solicitation and proposal review;
 - c. Contract administration;
 - d. Project management and control;
 - e. Financial management and control;
 - f. Environmental impact monitoring and management;


- g. Research and development;
- h. Policy formulation and administration;
- i. Ordinance and regulation enforcement.

IT IS FURTHER RESOLVED that meetings of the Executive Board may be called from time to time by the Chair of the Executive Board or any two Members of the Executive Board. Except in case of an emergency, each Member of the Executive Board shall be given at least 24 hours notice of any meeting of the Executive Board by notice in person, by telephone, or by written notice delivered personally, mailed, or left at such Member's usual place of residence.

BE IT FURTHER RESOLVED that a majority of the Members of the Executive Board shall constitute a quorum for the purpose of taking any action upon any matter that may come before it.

I, Albert "Sonny" Audette, do hereby certify that I am Secretary of the Chittenden Regional Solid Waste Management District, and that the foregoing is a true and correct copy of a resolution duly adopted by the Board of Commissioners of the Chittenden Regional Solid Waste Management District at a meeting held on 5-22, 1991.

Date: 5-22-91


Secretary

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