

SUMMARY OF EXECUTIVE BOARD (EB) POWERS AND AUTHORITIES DOC #1b

CONSIDERATIONS FOR EACH POWER or AUTHORITY with OBSERVATIONS by Chair

OBSERVATIONS by Executive Director

1. Consists of Board Chair and elected Commissioners
 - a. CSWD Charter, Section 10. Shall consist of Board Chair and four Commissioners
2. Executive Director (ED) non-voting member of EB and shall attend EB meetings
3. EB members elected at Annual Meeting of District
4. EB will establish a meeting schedule any Commissioner may attend EB meetings
 - a. BoardSource: Consider meeting only when necessary
5. Special EB meetings called by Chair, ED or two EB members
6. EB minutes sent to full Board ASAP
 - a. Currently EB minutes are only posted on the CSWD website.
 - b. Consider: EB approves expenditures under \$100,000 without further Board approval.
 - i. EB meetings are seven business days prior to Board meetings. Require EB minutes posted in draft form in Board packet. Agree with the caveat that the draft minutes may not contain the same level of detail as they docurrently
 - ii. Why not?
7. EB has full authority to act for the full Board between full Board meetings
 - a. Consider making this provisional to an emergency. Agree. Issue is that all EB meetings are held between full Board meetings, technically giving EB full Board authority at very EB meeting
 - i. In case of an emergency in the opinion of the Chair, Executive Director, or any ___ of EB members, they may call a special emergency meeting invoking the authority to exercise the full authority of the Board as necessary. Any actions taken will be reported to the Board at the earliest possible opportunity.
8. EB shall implement the decisions of the Board and assure any vote or action of the Board is fully carried out.
 - a. Function of the Executive Director? Yes definitely
 - b. Many of the powers and authorities bestowed on the EB would normally be functions of the ED issued to them by the full Board by contract. The term "shall implement the

decisions of the Board” is a primary function of the ED. This would make the ED the direct employee of the EB.

9. Negotiate siting agreements, arrangements, and purchase property or any other agreement they deem necessary – get approval from Board
 - a. Many of the powers and authorities bestowed on the EB would normally be functions of the ED issued to them by the full Board by contract. Agree
10. Hire all employees, set compensations and benefits and set the rules and regulations of their employment. Do not need Board approval
 - a. Many of the powers and authorities bestowed on the EB would normally be functions of the ED issued to them by the full Board by contract Agree
11. Annually review the ED and report to the Board
12. Entire into any contract under \$100,000 – Do not need Board approval or to report these to the Board.
 - a. ED is authorized to enter contracts up to \$50,000.
 - b. Should the EB be able to spend any CSWD funds?
 - c. What impact does this have on the CSWD budget. There is no limit to the total number of contracts, no requirement to report expenditures to the full Board. 4/15/2019 Clean Harbor Environmental Services \$100,000. 8/19/2019 SCSW Engineers for Organics Diversion Facility Design \$69,000.

I discussed this with my team yesterday. I want to provide a list of contracts to the EB (for under \$50k) and to the FB (for up to \$100k) at least quarterly, to increase transparency around spending.
13. Review and amend the budgets – Need Board approval
 - a. Duplicates a function of the Finance Committee. Agree with review at a level above Finance Committee but below public. I’m not sure about amending.
14. Direct the ED to conduct studies and research
15. Supervise the work of the ED
16. EB does ED appraisal annually
17. Determine ED compensation, benefits and terms of employment – Get Board approval
18. Discipline ED – only full Board can fire ED
19. Hear grievances of ED’s senior staff and take appropriate action
20. Counsel ED
21. ED can appeal EB decisions to full Board

22. Review and approve all Agendas
 - a. Responsibility of Commission Chair and ED Agree
 - i. Any Commissioner may request and agenda item prior to the full Board meeting through the Chair or ED
 - ii. Any Commissioner may add an agenda item under Any Other Business during a full Board meeting
23. Identify issues and technologies for the full Board
 - a. Many of the powers and authorities bestowed on the EB would normally be functions of the ED issued to them by the full Board by contract Agree
24. Review all contracts and changes to contracts for Board approval
 - a. Many of the powers and authorities bestowed on the EB would normally be functions of the ED issued to them by the full Board by contract Agree
25. Annually review all management systems, policies, procedures, contracts, management controls, financial controls, environmental monitoring and its management, research and development, policy development, ordinance and regulation enforcement.
 - a. Many of the powers and authorities bestowed on the EB would normally be functions of the ED issued to them by the full Board by contract Agree. If it would be helpful, I can put together an annual report of internal functions and structures, which would get at this review feature and would be different from the required Annual Report.
26. Chair or any two EB members can call an EB meeting at any time.
27. EB must have a quorum to act
28. EB approves or denies all hauler licenses. This should be an administrative function.

ESSENCIAL QUESTIONS:

What are necessary functions of the CSWD full Board?

Which of those functions of the full Board would be more efficiently reviewed by the EB before being brought to the full Board?

Should decisions or expenditures made by the EB be brought to the full Board for review or confirmation? Depending on the functions bestowed, decisions may not need FB review or confirmation, but the FB should be aware. If Commissioners are reading the EB minutes, they'll

know, but is there a need for a general memo to the Board recapping EB decisions? Perhaps this is duplication of efforts.

The above list of EB Powers and Authorities are almost entirely operational. What level of involvement, if any, is appropriate oversight of the EB into management operations and functions on behalf of the full Board? This is a very good question. There's a balance between micromanaging and general oversight.

What are management functions what would normally be delegated to the Executive Director by contract? Here's the language I suggested in the Charter Change document I wrote last summer: Executive Director shall oversee all aspects of the District, in accordance with the Chittenden Solid Waste District's mission statement and shall administer, manage and direct the affairs and business of the District, subject to policies, control and direction of the Board of Commissioners. Pursuant to the delegating authority of the Board of Commissioners, the Executive Director will be solely responsible for the hiring and firing of District employees. The Executive Director shall be a nonvoting member on all Committees of the Chittenden Solid Waste District.