**RESOLUTION NO. 2022-07**

**RESOLUTION OF THE BOARD OF DIRECTORS**

**OF THE NAPA-VALLEJO WASTE MANAGEMENT AUTHORITY**

**ESTABLISHING AN AD HOC PERSONNEL COMMITTEE**

**WHEREAS**, paragraph 7.b. of the Bylaws of the Napa-Vallejo Waste Management Authority establishes the position of Executive Director to serve as the Manager of the Authority as provided under Section 5.2 of the Joint Powers Agreement; and

**WHEREAS**, the current Executive Director will be retiring and the Board wishes to recruit a new Executive Director to fill the upcoming vacant position; and

**WHEREAS**, the Board wishes to create an ad hoc committee of the Board to work with staff and advise the Board on the recruitment of potential candidates for the position.

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Directors, that an ad hoc advisory committee of the Board, consisting of Directors \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ and \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, is hereby created for the special purpose of working with staff and advising the Board on the recruitment of potential candidates for the position of Executive Director.

**BE IT FURTHER RESOLVED** that the Board hereby waives section 18.b of the Bylaws insofar as it could be interpreted as requiring an ad-hoc committee of less than a quorum of Board members to comply with the Brown Act as if it were a legislative body, contrary to Government Code section 54952(b).

**THE FOREGOING RESOLUTION WAS DULY AND REGULARLY ADOPTED** by the Board of Directors of the Napa-Vallejo Waste Management Authority at a regular meeting held on the 3rd day of February, 2022, by the following vote:

AYES: DIRECTORS

NOES: DIRECTORS

ABSTAIN: DIRECTORS

ABSENT: DIRECTORS

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| APPROVED AS TO FORM  Office of County Counsel  By: *Thomas C. Zeleny*  Authority Counsel  Date: January 25, 2021 | APPROVED BY THE AUTHORITY  BOARD OF DIRECTORS  Date:  Processed By:    Secretary of the Authority | ATTEST: MARIE NICHOLAS  Secretary of the Authority  By: |