

CEO Performance Review Committee Terms of Reference

1. Establishment

- 4.1 Pursuant to section 41 of the *Local Government Act 1999* (the **Act**) the Council establishes a committee to be known as the CEO Performance Review Committee (the **Committee**).
- 4.2 The Committee is established for the purposes of facilitating the review of the Chief Executive Officer's (**CEO's**) performance as required and in accordance with his Contract of Employment.
- 4.3 In particular, the Committee has been established to undertake the following Reviews (the **Reviews**):
- 2022/2023 Mid-Year Review;
 - 2023/2024 Annual Review; and
 - 2023/2024 Mid-Year Review (February 2024)
- 4.4 Once these Reviews have been completed, by operation of this clause, the Committee will be wound up without any further decision of the Council.

2. Objectives

The objectives of the Committee are to:

- 2.1 Engage with the CEO in the undertaking the Reviews within the parameters of the Contract of Employment and to report the findings to the Council;
- 2.2 In conjunction with the CEO, to establish the Key Performance Indicators (**KPIs**) against which the Mid-Year Reviews are to be conducted in February of each year;
- 2.3 In conjunction with the CEO, to review the KPI's each February as part of the Mid-Year Review;
- 2.4 On an annual basis, to make recommendations to the Council regarding the remuneration and conditions of employment of the CEO, consistent with the requirements of the Contract of Employment; and
- 2.5 To make recommendations to the Council about any proposed changes in remuneration or conditions of employment of the CEO.

3. Authority

- 3.1 The Council has not delegated any powers to the Committee but requires it to act in accordance with these Terms of Reference and any additional authorisations provided by the Council.
- 3.2 Accordingly, all decisions of the Committee will constitute recommendations to Council unless the Council resolves to delegate any particular decision on the agenda to the Committee.
- 3.3 In recognition of the fact that the Committee deals with the 'personal affairs' (as defined in the Act) of the CEO, the Committee is required to consider issues of confidentiality in the performance of its functions.

4. Meetings

- 4.1 The Committee will ensure that it meets in a timely manner in order to complete the Reviews in accordance with the timing specified in the CEO's Contract of Employment.
- 4.2 The Committee will meet on an as needs basis, but will meet at least in February each year in order for the CEO to provide feedback on his performance against the agreed KPIs for the year.
- 4.3 The CEO will be invited to attend Committee Meetings at the following points in the performance review process:
 - at the commencement of the annual performance review process to agree the process, steps and timing for the review, and those to be asked to provide feedback,
 - during the performance review process to formally present his views as to the achievement of the agreed KPIs for the year,
 - having received the performance review report, to provide feedback regarding the findings of the report, and
 - to discuss and finalise the KPIs for the next performance review period.
- 4.4 An agenda will be prepared and distributed to all Committee Members four (4) clear days prior to the meeting.
- 4.5 Minutes of meetings (in accordance with legislative requirements) will be kept and provided to all Committee Members within five (5) days of the meeting.

5. Membership

- 5.1 The Committee is comprised of three (3) Councillors plus the Mayor.
- 5.2 All members of the Committee will hold office until the Committee is wound up.
- 5.3 Members of the Committee may be removed by Council resolution at any time.
- 5.4 Members of the Committee may resign their position any time by giving notice of their intention, in writing, to the Council.

5.5 If a vacancy occurs on the Committee in accordance with clauses 5.3 or 5.4, the Council will appoint a replacement member.

6. Role of the Chair

6.1 The Council appoints the Mayor as the Chair of the Committee.

6.2 The Chair's role is to:

- oversee and facilitate the conduct of meetings in accordance with the Act and *Local Government (Procedures at Meetings) Regulations 2013* (the **Regulations**);
- ensure that all Committee members have an opportunity to participate in discussions in an open and responsible manner; and
- call the meeting to order and move the debate towards finalisation when a matter has been debated significantly and no new information is being discussed.

6.3 In the absence of the Presiding Member, the members present will nominate a member to assume the role of the Presiding Member, for the purposes of chairing the meeting.

6.4 Insofar as the *Local Government Act 1999* and Regulations and these Terms of Reference do not prescribe the procedure to be observed in relation to the conduct of a meeting of the Committee, the Committee may determine its own procedure.

7. Quorum

7.1 A quorum for a meeting of the Committee is three (3) members of the Committee.

7.2 No business can be transacted at a meeting unless a quorum is present.

8. Voting

8.1 All members of the Committee must (subject to any provisions of the Act or Regulations to the contrary) vote on all matters presented for decision.

8.2 For the avoidance of doubt, every member of the Committee, including the Chair has a deliberative vote. No member has a casting vote.

8.3 If the vote on a matter is tied, the item shall be referred to the Council for decision.

8.4 All decisions of the Committee will be made on the basis of a majority of members present.

8.5 The *qualified independent person* appointed by Council to facilitate the Reviews will attend meetings but is not a member of the Committee and does not have voting rights.

9. Process

- 9.1 These Terms of Reference include a copy of the CEO's Contract of Employment and the current KPI's against which the CEO is to be reviewed and assessed.
- 9.2 At the first meeting, the Committee members, as assisted by the *qualified independent person* must, firstly, agree on a methodology for the review process and relevant protocols for undertaking the Reviews.
- 9.3 Committee members shall not disclose any details of the Review to any other person, must keep all documents provided to them confidential and must return all such documents to the Mayor for secure and confidential storage at the completion of the Review.
- 9.4 The Chair of the Committee is responsible for calling and organising meetings which shall, ordinarily, be held in confidence.
- 9.5 All reports developed for the Committee shall include details of the methodology used and the findings of the Review process, but will not include material which could breach the confidentiality of any participant in the Review process.
- 9.6 The CEO will have the opportunity to comment on both the preliminary report and the final report of the Committee before it is delivered to the Council with the intent that the Committee and the CEO have agreed on the final report and the recommendations.
- 9.7 Any matters which cannot be agreed by the Committee and the CEO shall be clearly identified in the final report, but the only matters to be referred to the Council for action must be of substance.

Schedule 1

Current Membership

Chair: Mayor Linley Shine

Independent Members: Michael Kelledy

Elected Members: Cr Sam Bates
Cr Phillip Brown
Cr Maralyn Marsh