

CHIEF EXECUTIVE OFFICER PERFORMANCE REVIEW ADVISORY COMMITTEE

TERMS OF REFERENCE

1. BACKGROUND

- 1.1 By this Terms of Reference document, the Ballarat City Council (**Council**) establishes the Chief Executive Officer (**CEO**) Performance Review Advisory Committee (**Committee**).
- 1.2 Council will establish from time to time various Advisory Committees. The purpose of the Committee is to provide Council with expertise in relevant matters to assist its decision making for the Ballarat Community.
- 1.3 The Committee has the functions and responsibilities as set out in this Terms of Reference document. The Terms of Reference document sets out the structure and basis on which the Committee can make recommendations to Council.
- 1.4 This Terms of Reference Instrument is authorised by a resolution (R64/20) of Council passed on 11 March 2020.
- 1.4 The *Local Government Act 1989* requires that:
 - 1.4.1 The CEO, as a Senior Officer, is engaged via a contract including performance criteria;
 - 1.4.2 A review of the CEO's performance and remuneration occur (at least) annually; and
 - 1.4.3 The CEO, as a Senior Officer, can only be engaged under a fixed term contract with a maximum of five years.

2. PURPOSE

The Committee is established for the purpose of:

- 2.1 Meeting Council's obligations of the *Local Government Act 1989* with regard to the position of the CEO.

3. OBJECTIVES

The objectives of the Committee are:

- 3.1 Review the CEO's remuneration package annually considering the CEO's performance, current level of remuneration and in comparison, to the Local Government Victoria annual survey of LGA CEO Remuneration.
- 3.2 Subject to final Council approval, the Committee is also authorised to negotiate the terms and conditions of employment for a potential new contract with the current CEO.

- 3.3 Recommend to Council any adjustments to the CEO's remuneration arising from the above reviews, consistent with the CEO's contract of employment.
- 3.4 Operate within the financial parameters approved by Council in its annual and five-year budgets.

4. ROLES AND RESPONSIBILITY

- 4.1 The role of the Committee is:
 - 4.1.1 To have an active role in communicating community views to Council; and
 - 4.1.2 Develop Key Performance Indicators and undertake formal performance reviews of the CEO in accordance with the contract of employment.
- 4.2 Committee members are expected to keep confidential all sensitive, commercial and personal information that the members encounter while being a member of the Committee.

5. MEMBERSHIP

- 5.1 The Committee will consist of:
 - 5.1.1 A minimum of five Councillors; or
 - 5.1.2 May second up to and including all nine Councillors; and
 - 5.1.3 One Independent Advisor with appropriate expert advice as required to assist Council in carrying out its responsibilities. Whereby, the Independent Member has:
 - 5.1.3.1 Demonstrated human resource management skills, senior business experience and/or local government experience and/or employment law background;
 - 5.1.3.2 Demonstrated ability in relation to performance management and development of Executive level staff; and
 - 5.1.3.3 Previous experience or facilitation experience working with Executive, Governance bodies or Board Members in membership and or / facilitation roles.
- 5.2 The Independent Advisor appointed under clauses 5.1.3 is not considered a member of the Committee and does not have voting rights.
- 5.3 The Committee will be in place until a General Election of Council. The Committee membership and Terms of Reference will be reviewed within three months following the General Election.
- 5.4 The tenure of members shall be reviewed annually.
- 5.5 The Mayor of the Day must preside as Chairperson at meetings of the Committee.
- 5.6 If the Mayor of the Day is not present at a meeting of the Committee, the members, must appoint the Deputy Mayor as Chairperson for that meeting.

6. MEETINGS

- 6.1 Unless Council resolves otherwise, Committee meetings must be conducted in accordance with:
- 7.1.1 Council's Meeting Procedure Local Law (as amended from time to time and adopted by Council);
 - 7.1.2 Part 4, Division 2 of the *Local Government Act 1989*: and
 - 7.1.3 The Committee's discretion, as exercised from time to time.
- 6.2 The committee will meet not less than two times per year; one meeting will be to complete the formal annual review; and the second to undertake an informal monitoring of performance.
- 6.3 The role of the Independent Advisor appointed under clause 5.1.3 includes:
- 6.3.1 maintaining a Register of Committee members, their date of appointment, reappointment and official positions (if any) held as a Committee member;
 - 6.3.2 advising Committee members of term completion dates and their eligibility for reappointment as relevant;
 - 6.3.3 acting as the contact point between Council and the Committee; and
 - 6.3.4 assisting with meeting the Committee's reporting requirements.
- 6.4 A quorum of the Committee will be half of the members plus one.
- 6.5 Voting will be by a majority of votes by a show of hands. Only members in attendance are entitled to vote. The Chairperson shall have the casting vote in the event of an equality of votes.

7. REPORTING

- 7.1 The Committee is responsible for taking proper minutes of all meetings and preparing reports for the Committee's consideration in accordance with:
- 7.1.1 Council's Meeting Procedure Local Law (as amended from time to time and adopted by Council).
 - 7.1.2 Part 4, Division 2 of the *Local Government Act 1989*.
 - 7.1.3 The Committee's discretion, as exercised from time to time.
- 7.2 The Committee must prepare and present to Council a report of its activities upon being required to do so by Council, in any event at least once per year.
- 7.3 In accordance with the *Local Government Act 1989*, when a Councillor attends an Advisory Committee Meeting, this is deemed to be an Assembly of Councillors.
- 7.4 Consequently, an Assembly of Councillors Record must be completed as soon as possible by the Independent Advisor appointed under clause 5.1.3 or, the Committee Chairperson, and forwarded to the Statutory Compliance Unit for inclusion in the report to Council.

- 7.5 The annual report is delivered by the Director Innovation and Organisational Improvement to all Councillors In-Camera during a Council meeting. No other Council Officers are permitted to be present.

8. CREATION AND DISSOLUTION

- 8.1 These Terms of Reference:
- 8.1.1 Come into force immediately the resolution of Council adopting them is made; and
 - 8.1.2 Remain in force until Council determines to vary or revoke it.
- 8.2 By these Terms of Reference the Committee:
- 8.2.1 is established; and
 - 8.2.2 has the responsibilities as set out in the Terms of Reference.
- 8.3 The Committee must be dissolved by a resolution of Council.

Dated: 11 March 2020