



Chief Executive Officer Employment Matters Committee	Approval date:	18 August 2021
	Approved by:	Council
<i>Executive Manager, People, Culture and Safety</i>		

1. Purpose

1.1. The purpose of the Chief Executive Officer Employment Matters Committee (The Committee) is to advise and assist the Council in fulfilling its responsibilities concerning Chief Executive Officer (CEO) employment matters, being:

- the recruitment and appointment of the CEO
- determining the CEO's Performance Plan (Plan)
- assessing the CEO's performance against set performance criteria in the Plan
- determining the remuneration of the CEO and other contractual conditions of employment.
- the extension, reappointment, or advertising of an Incumbent CEO position
- dealing with other CEO employment matter that may arise from time to time.

2. Duties and functions

The Committee has the following duties and functions:

2.1. The Committee is an Advisory Committee of Council. It has no delegated power from the Council.

2.2. To make recommendations to Council on employment matters relating to the CEO or the person appointed to act as the CEO, including the following:

- the appointment of the CEO
- the appointment of an acting CEO when the position is vacant for a period greater than 28 days.
- any extension or reappointment of the appointment of the CEO, if provided for under the CEO Employment and Remuneration Policy and in line with Council's legal obligations.
- remuneration and contractual conditions of appointment of the CEO
- the outcome of annual performance reviews of the CEO
- performance criteria and performance review methodology developed by the Committee for the CEO
- deal with any relevant CEO employment matter that may arise from time to time.
- Assessment of the CEO's performance against set criteria at regular performance reviews.



- To consider suitable candidates for the position of the independent adviser to the Committee and to make recommendation to Council for the appointment of the Independent Adviser, where the incumbent resigns from their position on the Committee or is not reappointed by the Council.

3. Composition

3.1. The Committee will comprise:

- the Mayor
- the Deputy Mayor
- up to two other Councillors appointed by Council for a two year term, to provide continuity in the performance management process.

3.2. The Committee will be advised by an Independent Adviser appropriately experienced and qualified. The Adviser is a non-voting member of the Committee.

3.3. An officer in attendance providing administrative support to the meeting has no voting or participatory rights in the meeting.

3.4. Meetings of the Committee will be chaired by the Mayor, or if not present, the Deputy Mayor.

4. Committee Members

4.1. Committee members are expected to:

- actively participate in Committee discussions and offer their opinions and views;
- treat all persons with respect and have due regard to the opinions, rights and responsibilities of others;
- act with integrity;
- attend each meeting where practical; and
- comply with legislative obligations as they relate to confidential information.

4.2. If a Committee member:

- resigns from the Committee, via written notification to the Mayor; or
- fails to attend three consecutive meetings without providing apologies to the Chairperson, and accepted by the Committee

then a replacement Committee member may be appointed by Council.



5. Frequency of meetings

- 5.1. The frequency of meetings will be determined by the Committee.
- 5.2. A special meeting of the Committee may be called by:
 - resolution of the Committee
 - the Chair,
 - the Council, where the Chair is incapable of calling the special meeting.

6. Quorum

- 6.1. The quorum for a meeting will be at least three members of the Committee, one of whom must be the Mayor or Deputy Mayor.
- 6.2. If a quorum is not present within 30 minutes after the scheduled meeting commencement time, the meeting will be rescheduled.

7. Voting

- 7.1. Recommendations of the Committee should as often as possible and in the first instance be by consensus.
- 7.2. If consensus cannot be obtained, on any matter, in the opinion of the Mayor, the matter shall be put to a vote as follows.
 - Each member of the Committee will have one vote.
 - Vote will be by a show of hands.
 - For a vote to be successful, it must be carried by the majority of members present at the meeting. Where there are an equal number of votes for and against, the Mayor will have the casting vote.
 - Where a vote is required to decide a recommendation/s to Council details of the key options considered will be provided to Council together with the recommendation.

8. Reporting

- 8.1. The business of the Committee shall be recorded in proper minutes.
- 8.2. All meetings and records of the Committee will be confidential.
- 8.3. Consideration will be given to whether information referred by the Committee to Council, can be released to the public following resolution by the Council.
- 8.4. Where the Committee is to make recommendations to the Council, the Committee will engage secretariat officer support to assist in the development of Council report/s.



9. Support

9.1. The Mayor and CEO, or delegate, will agree how best to provide appropriate secretariat support, including:

- giving appropriate notice of meetings
- circulation of meeting documentation
- taking the minutes for each meeting
- tracking the decisions of the Committee
- keeping appropriate records of the meeting documentation, including the signed minutes.

10. Independent Adviser

10.1. *Role of the independent Adviser*

The role of the independent adviser is to:

- attend and participate in all Committee meetings as requested and appropriate.
- provide expert advice to the Committee on all matters relevant to the Committee

10.2. *Qualities and qualifications*

The independent adviser will have the following key competencies:

- demonstrated human resource management experience and leadership (specifically in the areas of recruitment, benchmarking, performance management and reviews and professional development of executive level staff).
- significant experience in senior roles in business and/or the public sector.
- significant experience working with boards or other governance bodies.

10.3. *Appointment timeframe*

The independent adviser will be appointed for up to a two-year term and can be reappointed by resolution of Council.

10.4. *Appointment process*

Where there is an impending vacancy in the Independent Adviser role, or it becomes vacant, the Committee will source nominations.

The Committee will consider suitable candidates and make a recommendation to Council on the appointment of the preferred candidate.

The independent adviser will be impartial with appropriate experience.



The independent adviser cannot be a Councillor or member of Council staff.

10.5. Fees

The independent member will be paid a consultancy fee and engaged in line with CoPP Procurement Policy and Procedures.

Payment will be made to the independent adviser upon receipt of an invoice.

11. Key activity of the Committee: to advise on reappointment or recruitment of the Chief Executive Officer

The Council's role is to appoint the CEO, on the advice of the Committee.

11.1. **Where the reappointment of the incumbent CEO is under consideration:** the Committee shall ensure a confidential, fair and respectful process is undertaken to allow a Council decision within the required notice timeframe designated in the Act or within the CEO's Contract. This shall allow time for all required statutory processes and a reasonable allowance of time for all Councillors to be informed adequately enough to enable them to make a decision. It will also allow time for the incumbent CEO to make a formal presentation to the Council and/or the Committee.

11.2. **Where Council has made the decision to go/test the market for a CEO:** the Committee shall, in accordance with Council's Procurement Policy and Procedures seek and appoint an independent Executive Search, Talent and Recruitment Provider (Recruitment Provider) to manage and conduct the process of selection of a suitable candidate for the position of CEO, and ensure exceptional candidate care throughout the process.

11.3. The Committee shall, in conjunction with the Recruitment Provider engaged, develop and agree upon:

- a recruitment sub-committee charged with interviewing candidates identified by the Provider
- a search and selection process and timeframe.
- setting the salary and conditions based on industry benchmarks.
- key accountabilities.
- key selection criteria.
- candidate application material.
- a candidate identification strategy.
- methods of applicant evaluation – embracing diversity and gender equity principles and best practice processes to eliminate bias; and
- public relations activities.

11.4. The Committee shall seek Council approval of preparatory work.

11.5. The Committee shall, in conjunction with the Recruitment Provider:



- oversee the development of the candidate pool by the Recruitment Provider, providing feedback on the quality and diversity of candidates being identified;
 - review the Recruitment Consultant's report on the candidate pool and select between 5 to 8 candidates from that pool for preliminary interview by the Panel; and
 - shortlist the final 3 candidates for interview by the full Council.
- 11.6. Once the preferred candidate is determined by the full Council, with the support of the Recruitment Consultant, the Committee shall negotiate the terms of employment within the contractual framework of employment provided by the Council in accordance with the Act
- 11.7. The Committee shall then:
- ensure, through the Recruitment Provider, that all candidates are updated on the outcome of the recruitment and selection process; and
 - develop and recommend to the Council an on-boarding program for the new CEO.

12. Review

- 12.1. These terms of reference may be reviewed at any time by the Committee or Council however, any changes can only be made by Council.