



Chief Executive Officer Performance Review Committee

Terms of Reference

1. ESTABLISHMENT

- 1.1 the Chief Executive Officer Performance Review Committee is established under Section 41 of the *Local Government Act 1999*.
- 1.2 The Committee may be wound up at any time by resolution of the Council.

2. PURPOSE

- 2.1 The Committee's primary purpose, in conjunction with the Chief Executive Officer (CEO), is to establish relevant performance objectives for the CEO and for the Committee to undertake the annual formal review of the performance of the CEO against that performance criteria including as set out within the Employment Agreement.
- 2.2 The Committee's secondary purpose is, upon the completion of the performance review process, to undertake an annual review of the CEO's remuneration in accordance with the Employment Agreement and in accordance with Section 99A of the *Local Government Act 1999*.

3. MEMBERSHIP

- 3.1. The membership of the Committee shall consist of the:
 - 3.1.1. Mayor; and
 - 3.1.2. three Council Members appointed by the Council.

3.2 Term of Appointment

- 3.2.1 The Mayor and Council Members are appointed until the end of the current Council term or as resolved by Council.

3.3 Vacancies

- 3.3.1 The filling of any vacancy occurring from a resignation or removal of a member's shall be at the discretion of Council through a Council resolution.

3.4 Chairperson and Deputy Chairperson

3.4.1 The Mayor shall be the Chairperson of the Committee

3.4.2 In the event the Chairperson is unable to attend, the Committee shall appoint a Deputy Chairperson.

3.4.3 The Chairperson of the Committee is not excluded from debate but should be respectful and provide opportunity for all other committee members to contribute in a way that deliberations are not 'lead from the chair'.

3.4.4 The role of the Chairperson includes:

3.4.4.1 Overseeing and facilitating the conduct of meetings in accordance with the Terms of Reference and Code of Practice for Meeting Procedures, which are developed in accordance with the *Local Government Act 1999* and the *Local Government (Procedures at Meetings) Regulations 2013*.

3.4.4.2 Ensure all committee members have an opportunity to participate in discussions in an open and encouraging manner; and

3.4.4.3 Where a matter has been debated significantly and no new information is being discussed, to call the meeting to order and ask for the debate to be finalised and the motion be put.

3.4.4.4 After considering advice from the Chief Executive Officer or delegate, the Chairperson of the Committee is delegated to cancel the respective committee meeting, if it is clear that there is no business to transact for that designated meeting.

4 ROLE AND RESPONSIBILITIES OF COMMITTEE MEMBERS

4.1 The role of Committee Members is to:

4.1.1 in consultation with the CEO, establish suitable Key Performance Indicators (KPIs);

4.1.2 in consultation with the CEO, agreeing upon a suitable consultant to assist the committee with performance review process;

4.1.3 undertaking the annual performance review of the CEO in accordance with the relevant provisions of the Employment Agreement and Section 102A of the *Local Government Act 1999*

4.1.4 reviewing the achievement of the performance objectives outlined in the KPIs;

4.1.5 reviewing the CEOs remuneration package taking into consideration the relevant minimum and maximum remuneration as determined by the Remuneration Tribunal and negotiating with the CEO regarding any changes, if deemed appropriate;

4.1.6 providing feedback to the CEO in the form of an annual performance report from the Committee;

4.1.7 discussing professional development options with the CEO; and

4.1.8 considering, investigating and making recommendations to the Council on any matter(s) arising from the review.

5 MEETINGS

5.1 The Committee shall meet at appropriate times and places as determined by the Committee and at least once per year.

- 5.2 The Council delegates to the Committee all relevant powers and functions of the Council necessary for the Committee to perform its functions in accordance with Clause 4 of these Terms of Reference.
- 5.3 The Committee shall act at all times in strict accordance with the *Local Government Act 1999*, related Regulations and Codes.

6. SPECIAL MEETINGS

- 6.1 Special Meetings may be called by the Chair in consultation with the Chief Executive Officer or at least two members of the Committee at any time in accordance with the conditions of the Terms of Reference.
- 6.2 A minimum of four hours' notice shall be given for any Special Meetings of the Committee.
- 6.3 All decisions of the Committee shall be made on the basis of a majority decision of the members present.

7. MEETING PROCEDURES

- 7.1 Committee meetings will be held in accordance with these Terms of Reference and Council's Committee Meeting Procedures/Code of Practice, developed in accordance with Chapter 6 of the *Local Government Act 1999* and the *Local Government (Procedures at Meetings) Regulations 2013 (Part 3)*.
- 7.2 All members of the Committee must (subject to a provision of the Act or regulations to the contrary) vote on any matter arising for decision at a meeting of the Committee.

8. NOTICE OF MEETINGS

- 8.1 A notice of the meeting is to be provided to each Committee member in writing, setting out the date, time and location of the meeting; and be accompanied by an agenda.
- 8.2 The agenda for the Ordinary meetings of the Committee shall be forwarded to members of the Committee electronically (where possible) and at least three clear days prior to the meeting.
- 8.3 A copy of the notice of meeting, agenda and accompanying reports shall be on public display at the Council office in accordance with Section 132(1) of the *Local Government Act 1999*, until the completion of the relevant meeting and will be published on council's website as soon as practicable following circulation to members of the Committee.

9. Electronic Attendance at Meetings

- 9.1 Members by participate in a meeting of the CEO Performance Review Committee by electronic means which includes by telephone, computer or other electronic device used for communication.

- 9.2 A member participating in the CEO Performance Review Committee meeting by electronic means is taken to be present at the meeting provided that the member:
- 9.2.1 Can hear all other members present at the meeting;
 - 9.2.2 Can be heard by all other members present at the meeting; and
 - 9.2.3 Can be heard by the person recording the minutes of the meeting.

10. MINUTES

- 10.1 Minutes shall be kept of all meetings of the Committee.
- 10.2 Each member shall receive a copy of the minutes within five days of the meeting of the Committee.
- 10.3 The minutes shall be confirmed at the next regular meeting with or without amendments.
- 10.4 One copy of all minutes shall be supplied to the Council before its next meeting following that of the Committee.
- 10.5 A copy of the minutes will be published on Councils website within five days of the meeting of the Committee.

11. QUORUM

- 11.1 The committee requires a quorum to hold a meeting.
- 11.2 A quorum for the Committee shall constitute three members. If at the expiration of 15 minutes from the time of commencement of the meeting a quorum is not present, the presiding member will adjourn the meeting.

12. CHIEF EXECUTIVE OFFICER ATTENDANCE

- 12.1 The Chief Executive Officer will be required to attend at a meeting, either in person, or by telephone or electronic means, where an agenda item relates to clause 4 of these Terms of Reference, being matters pertaining to the CEO's Annual Performance Review under section 102A of the *Local Government Act 1999*.

13. PUBLIC ACCESS

- 13.1 Meetings of the Committee shall be held in Public.
- 13.2 The Committee may resolve to exclude the Public from attendance at the meeting if it is considered necessary to receive, discuss or consider in confidence any information or matter listed in Section 90 (3) of the *Local Government Act 1999*.
- 13.3 Minutes, agendas, reports, and documents produced by them are available to be viewed on Council's website.

13.4 Matters subject to a resolution in terms of the confidentiality provisions will be excluded from inspection or purchase for a period as determined by the Committee.

14. ALTERATION OF THE TERMS OF REFERENCE

14.1 The Council may, at any time, either on its own initiative or at the request of the Committee, alter, delete, or add to any provisions of these Terms of Reference.

15. ADOPTION BY COUNCIL

15.1 These functions and rules of the CEO Performance Review Committee, have been approved by the Council, by resolution passed on the 29 January 2019 and

15.2 Amended to reflect resolution (OC7452019) of Council on 28 October 2019

15.3 Amended to reflect resolution (OC2652022) of Council on 27 June 2022

15.4 Amended to reflect resolution (OC3042022) of Council on 25 July 2022

15.5 Amended to reflect resolution (OC4762022 and OC4782022) of Council on 12 December 2022

SCHEDULE 1

Chief Executive Officer Performance Review Committee

Committee Membership

Member	Representative	Appointed	Expires
City of Victor Harbor	Mayor Moira Jenkins	12 Dec 2022	Nov 2024
City of Victor Harbor	Cr Carol Schofield	12 Dec 2022	Nov 2024
City of Victor Harbor	Cr Brayden Mann	12 Dec 2022	Nov 2024
City of Victor Harbor	Cr Michael Quinton	12 Dec 2022	Nov 2024

Office Bearers	
Chairperson	Mayor Moira Jenkins