



# Chief Executive Officer Performance Management Panel

## Terms of Reference

### 1. ESTABLISHMENT OF THE CHIEF EXECUTIVE PERFORMANCE MANAGEMENT PANEL

- 1.1 The Council has established the Panel in accordance with section 41 of the *Local Government Act 1999 (Act)*, to be known as the Chief Executive Officer (CEO) Performance Management Panel (Panel), to provide advice to Council on matters relating to the performance, remuneration and development of the CEO.
- 1.2 The primary function of the Panel is to review the performance of the CEO in accordance with section 102A of the Act and make subsequent recommendations to Council.
- 1.3 No changes to these Terms of Reference shall occur, absent a resolution of the Council.

### 2. DEFINITIONS

Unless the context indicates otherwise, the following terms have the following meanings in these Terms of Reference:

<b>Act</b>	means the <i>Local Government Act 1999 (SA)</i> .
<b>Chairperson</b>	The Chairperson of the panel shall be the Mayor.
<b>Committee</b>	means the Chief Executive Officer Performance Management Panel established by resolution of the Council, to be governed by these Terms of Reference.
<b>Council</b>	means the Alexandrina Council.
<b>Member</b>	means a member of the Panel.
<b>Qualified Independent Person</b>	Means a person who is not a member or employee of the Council who has been determined by the Council to have appropriate qualifications or experience in human resource management.
<b>Terms of Reference</b>	means these terms of reference.

### 3. OBJECTIVES OF THE COMMITTEE

- 3.1 The Panel's primary objective, in conjunction with the CEO, is to establish relevant performance objectives for the CEO and for the Panel to undertake the



annual formal review of the performance of the CEO against that performance criteria including as set out within the CEO's Employment Agreement.

- 3.2 The Panel's secondary objective is, upon the completion of the performance review process, to undertake an annual review of the CEOs remuneration in accordance with the Employment Agreement, the determination of the Remuneration Tribunal of South Australia (Remuneration Tribunal) and section 102A of the Act.
- 3.3 The Panel is charged with the following functions and responsibilities:
  - 3.4.1 In consultation with the CEO, establishing suitable performance objectives and Key Performance Indicators (KPIs); and
  - 3.4.2 Monitor progress of the CEO's agreed performance targets for the current 12 month performance period through an annual performance review.
  - 3.4.3 Utilise all reasonable endeavours, including by engaging an independent person to gather stakeholder feedback from Council Members, direct reports to the CEO and any other officers that are agreed between the panel and the CEO to inform the performance management process.
  - 3.4.4 Obtain and consider the advice of a qualified Independent Member appointed pursuant to clause 4.1.3, on the performance review of the CEO.
  - 3.4.5 Identify and facilitate (where appropriate) development opportunities for the CEO.
  - 3.4.6 Make recommendations to Council regarding the performance, remuneration and conditions of employment of the Chief Executive Officer (and any proposed changes thereof) consistent with the requirements of the Employment Agreement and any determination made by the Remuneration Tribunal.
  - 3.4.5 providing feedback to the CEO in the form of an annual performance report from the Panel;
  - 3.4.7 considering, investigating and making recommendations to the Council on any matter(s) arising from the review.

#### **4. MEMBERSHIP**

- 4.1 Membership of the Panel shall consist of each of the following persons (unless they have ceased to be a Member by virtue of clause 4.4):
  - 4.1.1 The Mayor



#### 4.1.2 Three Council Members

4.1.3 A qualified independent person with appropriate qualifications or experience in human resource management who shall be engaged, via an Expression of Interest, process to provide consultancy support to the Panel.

4.2 The Council may at any time alter the above membership by adding, subtracting, or substituting any membership positions.

4.3 A Member will, subject to the Act, hold office as a member of the Panel until their office becomes vacant by virtue of clause 4.4 of these Terms of Reference or until the conclusion of the current term of Council.

4.4 A person ceases to be a Member upon any of the following circumstances occurring:

4.4.1 the Member is removed from office by the Council;

4.4.2 the Member resigns from office by written notice to the Council;

4.4.3 the Member ceases to hold the office which entitles them to be a Member (for example they cease to be a Member of Council);

4.4.4 the Member dies or becomes of unsound mind.

4.5 The Panel may appoint individuals as advisors to the Panel to assist with specific matters, or invite members of the public, subject matter experts or members of Administration to a Panel meeting if their attendance is deemed relevant to the topics discussed at the meeting.

4.6 All members must attend meetings of the Panel and, where unable to do so, must provide an apology prior to the meeting.

4.7 If a member fails to attend three consecutive meetings, without giving prior notice, the member shall be deemed to no longer be a member of the Panel and step may be taken to appoint a new member.

4.8 The Panel may, by resolution and recommendation to the Council, recommend the removal of a member of the Panel and steps may be taken to appoint a new member.

4.9 Members of the Administration who attend meetings of the Panel from time to time, are not considered Panel members.

## 5. CHAIRPERSON

5.1 The Mayor will be the Chairperson of the Panel.



- 5.3 If the Chairperson is absent from a meeting of the Committee, another Member chosen from those present will preside at the meeting as the acting Chairperson.

## **6. ADMINISTRATION**

- 6.1 The Panel will be provided with administrative support by the person occupying or acting in the office of Chief Executive Officer of the Council.
- 6.2 The Panel shall act at all times in accordance with the Act and in accordance with these Terms of Reference in the performance of its functions.
- 6.3 Minutes must be kept of the proceedings at every meeting of the Panel. The minutes of the proceeding of a meeting will include:
- 6.3.1 the names of the Members present at the meeting;
  - 6.3.2 each motion carried at the meeting;
  - 6.3.3 any disclosure of interest made by a Member, with an appropriate note in accordance with section 74 or 75 of the Act (as the case may be);
  - 6.3.4 details of the making of an order under section 90(2) of the Act, in accordance with section 90(7) of the Act; and
- 6.4 The minutes of the proceedings at a meeting of the Panel must be submitted for confirmation at the next meeting of the Panel or, if that is omitted, at a subsequent meeting.

## **7. MEETINGS**

- 7.1 Insofar as the Act, these Terms of Reference, and any procedures adopted by the Council and applicable to the Panel do not specify a procedure to be observed in relation to the conduct of a meeting of the Panel, then the Panel may determine its own procedure.
- 7.2 The first meeting of the Panel after it has been established shall occur at a place and time determined by the Chief Executive Officer.
- 7.3 The Panel shall, at its first meeting after being established will determine the place, date and time meetings of the Panel will be held, provided that the Panel shall meet at least once per quarter (or with such greater frequency as it deems necessary to carry out its functions in a timely manner).
- 7.4 Notice of meetings of the Panel shall be provided to Members in accordance with section 87 of the Act and to the public in accordance with section 88 of the Act.
- 7.5 A quorum for a meeting of the Panel shall be one half of the total number of Members of the Panel in office (ignoring any fraction) plus one.



- 7.6 No business can be transacted at a meeting of the Panel unless a quorum is present.
- 7.7 A question arising for decision at a meeting of the Panel will be decided by a majority of the votes cast by the Members present at the meeting and entitled to vote on the question.
- 7.8 Each Member who is present at a meeting of the Panel must, subject to a provision of the Act to the contrary, vote on a question arising for decision at that meeting.
- 7.9 The Chairperson has a deliberative vote on a question arising for decision at the meeting and, in the event of an equality of votes, does not have a casting vote.
- 7.10 For the purpose of sections 89 and 90(7a) of the Act, the Council determines that the Chairperson, or the Panel, may approve one or more Members (including, to avoid doubt, all Members) participating in a meeting of the Panel by telephone or other electronic means, by way of a telephone, computer or other electronic device used for communication.

## **8. TENURE**

- 8.1 The Panel will continue in existence until wound up by the Council.

## **9. SUBCOMMITTEES**

- 9.1 The Panel may establish subcommittees to assist it in any matter.
- 9.2 Subcommittees are required to comply with these Terms of Reference.

## **10. REVIEW**

- 10.1 The Panel shall review its own performance and Terms of Reference annually to ensure that it is operating at maximum effectiveness. Following this review, it will provide a report to Council on its performance, recommending any changes that are necessary.
- 10.2 These Terms of Reference may be reviewed and amended by the Council at any time.

## **11. REPORTING TO COUNCIL**

- 11.1 The Panel reports directly to Council.
- 11.2 Any recommendations made by the Panel will be referred to the next Council meeting for decision.
- 11.3 A copy of the Panel minutes will be included in the agenda of the next ordinary Council meeting.
- 15.1 Only members of the Panel are entitled to vote at meetings of the Panel.