



Chief Executive Officer Performance and Remuneration Review Committee – Terms of Reference

1. Establishment of the Chief Executive Officer Performance and Remuneration Review Committee

- 1.1. The Council has established the Committee in accordance with relevant sections of the *Local Government Act 1999* (Act), to be known as the Chief Executive Officer Performance and Remuneration Review Committee (Committee), 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 regarding the setting of Key Performance Indicators, CEO Remuneration and Contract Terms.

2. Definitions

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

Act	means the <i>Local Government Act 1999</i> (SA)
CEO	means Chief Executive Officer
Chairperson	the Chairperson of the panel shall be the Mayor.
Committee	means the Chief Executive Officer Performance and Remuneration Review Committee
Council	means the District Council of Yankalilla
Member	means a member of the Committee
Qualified Independent Person	as defined by the act means a person who is; a) not a member or employee of the Council; b) and determined by the Council to have appropriate qualifications or experience in human resource management.
Terms of Reference	means these terms of reference.

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3. Committee Objectives

- 3.1. The Committee's primary objective, in conjunction with the 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 the performance criteria including as set out within the CEO's Employment Agreement.
- 3.2. The Committee's secondary objective 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 aligned with the determination of the Remuneration Tribunal of South Australia (Remuneration Tribunal) and section 102A of the Act. Further, the Committee is to consider and recommend amendments to Employment Agreement clauses or extensions of contract Term.
- 3.3. The Committee is charged with the following functions and responsibilities:
 - 3.3.1. In consultation with the CEO, establishing suitable performance objectives and Key Performance Indicators (KPI's); and
 - 3.3.2. Monitor progress of the CEO's agreed performance targets for the current 12 month performance period through an annual performance review.
 - 3.3.3. Utilise all reasonable endeavours, including by engaging an independent person to gather stakeholder feedback from Elected Members, direct reports to the CEO and any other officers that are agreed between the committee and the CEO to inform the performance review process.
 - 3.3.4. Obtain and consider the advice of a Qualified Independent Person appointed by resolution of the Council (and as required by the Local Government Act 1999), on the performance review of the CEO and in relation to remuneration or contract matters.
 - 3.3.5. Identify and facilitate (where appropriate) development opportunities for the CEO.
 - 3.3.6. Make recommendations to Council regarding the performance, remuneration and conditions or term of employment of the CEO (and any proposed changes thereof) consistent with the requirements of the Employment Agreement and any determination made the Remuneration Tribunal.
 - 3.3.7. Providing feedback to the CEO through the Committee Meetings and through feedback as part of the performance review process.
 - 3.3.8. Considering, investigating and making recommendations to the Council of any matter(s) arising from the review.

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4. Membership

- 4.1. Membership of the Committee shall consist of each of the following persons (unless they have ceased to be a Member by virtue of clause 4.5):
 - 4.1.1. The Mayor
 - 4.1.2. The Deputy Mayor
 - 4.1.3. Up to Two (2) Elected Members
- 4.2. Chairperson and Deputy Chairperson
 - 4.2.1. Unless Council resolves otherwise, the Mayor is the Chairperson of the Committee.
 - 4.2.2. In the event the Chairperson is unable to attend, the Deputy Mayor shall assume the role of Chairperson.
 - 4.2.3. The role of the Chairperson includes;
 - 4.2.3.1. Overseeing and facilitating the conduct of meetings in accordance with the Terms of Reference and Code of Practice Formal Proceeding for Council & Committee Meetings, which are developed in accordance with the Act and the *Local Government (Procedures at Meetings) Regulations 2013*.
 - 4.2.3.2. Ensure all Committee Members have an opportunity to participate in discussions in an open and encouraging manner.
 - 4.2.3.3. 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.
 - 4.2.3.4. After considering advice from the CEO 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.
- 4.3. The Council may, at any time, alter the above membership by adding, subtracting, or substituting any membership positions.
- 4.4. A member will, subject to the Act, hold office as a member of the Committee until their office becomes vacant by virtue of clause 4.5 of these Terms of Reference or until the conclusion of the current term of Council.
- 4.5. A person ceases to be a Member upon any of the following circumstances occurring;
 - 4.5.1. The Member is removed from office by the Council;
 - 4.5.2. The Member resigns from office by written notice to the Council;
 - 4.5.3. The Member ceases to hold the office which entitles them to be a Member (for example they cease to be a Member of Council);
 - 4.5.4. The Member dies or becomes of unsound mind.

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- 4.6. The Committee may appoint individuals as advisors to the Committee to assist with specific matters or invite subject matter experts or members of Administration to a Committee meeting if their attendance is deemed relevant to the topics discussed at the meeting.
- 4.7. All Members must attend meetings of the Committee and, where unable to do so, must provide an apology prior to the meeting.
- 4.8. A Member that has been granted a 'Leave of Absence' from the Council, will be taken to also be considered granted a Leave of Absence for the purpose of Committee meeting attendance.
- 4.9. 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 Committee and steps may be taken to appoint a new member.
- 4.10. The Committee may, by resolution and recommendation to the Council, recommend the removal of a member of the Committee and steps may be taken to appoint a new member.
- 4.11. Members of the Administration who attend meetings of the Committee from time to time, are not considered Committee Members.

5. Administration

- 5.1. The Committee will be provided with administrative support by the person occupying or acting in the office of Chief Executive Officer of Council (or their delegate).

6. Meetings

- 6.1. The Committee shall meet as required at dates and times as determined by the Committee (in consultation with the Chief Executive Officer and at least once per year).
- 6.2. Committee Meetings will be held in the Council Chambers – 1 Charles Street, Yankalilla or another location nominated by the Chairperson.
- 6.3. The Council delegates to the Committee all relevant powers and functions of the Council necessary for the Committee to perform its functions/objectives in accordance with Clause 3 of these Terms of Reference.
- 6.4. The Committee shall act at all times in strict accordance with the Act, related Regulations and Codes.
- 6.5. Special Meetings
 - 6.5.1. Special Meetings may be called by the Chairperson in consultation with the CEO or at least two (2) members of the Committee at any time in accordance with the conditions of the Terms of Reference.
 - 6.5.2. A minimum of four (4) hours' notice shall be given for any Special Meetings of the Committee.

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6.5.3. 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 Code of Practice Formal Proceeding for Council & Committee Meetings, developed in accordance with Chapter 6 of the Act and the *Local Government (Procedures at Meetings) Regulations 2013 (Part 3)*.
- 7.2. Only members of the Committee are entitled to vote in Committee meetings. Unless otherwise required by the Act not to vote, each member must vote on every matter that is before the Committee for decision.
- 7.3. The Chairperson has a deliberative vote but does not, in the event of an equality of votes, have a casting vote.

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 (3) 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 Principal Office of Council in accordance with Section 132(1) of the Act, 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 may participate in a meeting of the Committee by electronic means which includes by telephone, computer or other electronic device used for communication.
- 9.2. A Member participating in the 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.

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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 (5) days of the meeting of the Committee.
- 10.3. The minutes are to provide details of decisions made throughout the Committee meeting.
- 10.4. The minutes shall be confirmed at the next regular meeting with or without amendments.
- 10.5. A copy of all minutes shall be supplied to the Council at its next Ordinary meeting by way of inclusion in the Agenda following that of the Committee.
- 10.6. A copy of the minutes will be published on Councils website within five (5) 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 be one half of the total number of Members for the committee in office (ignoring any fraction) plus one. If, at the expiration of 15 minutes from the time of commencement of the meeting a quorum is not present, the Chairperson will adjourn the meeting.

12. Chief Executive Officer Attendance

- 12.1. The CEO will be required to attend a meeting of the Committee, either in person or by electronic means, where an agenda item relates to clause 3.1 and 3.2 of these Terms of Reference, being matters pertaining to the CEO's Annual Performance Review under section 102A of the Act.

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 Act.
- 13.3. Minutes, Agendas, Reports, and Documents produced by the Committee are available to be viewed on Council's website.
- 13.4. Matters subject to resolution in terms of the confidentiality of provisions will be excluded from inspection or purchase for a period as determined by resolution by the Committee.

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14. Reporting to Council

- 14.1. The Committee reports directly to Council.
- 14.2. Any recommendations made by the Committee will be referred to the next Council meeting for decision.

15. Review

- 15.1. These Terms of Reference will be reviewed in line with the re-establishment of the Committee following the next Local Government General Election due to be held in November 2026 or sooner if legislation or the Committee deems it necessary.

16. Document History

Date	Version No.	Resolution No.	Description
November 2018	1.0	C18199	Establishment of Committee
November 2022	1.0	C22234	Re-adoption of the Terms of Reference with the reestablishment of the Committee following the 2022 General Election.
March 2024	2.0	C24085	Review of Document. Updated to current template. Content changes to accommodate changes in requirements under Section 102A of the <i>Local Government Act 1999</i> . Inclusion of participation by Electronic Means. Language updates – namely the consistent use of CEO rather than CE.

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