



CEO Employment Matters Committee

Terms of Reference

Department/Unit	People, Communications & Governance	First Implemented	16 November 2021	Review Date	June 2027
Origin	Executive Manager People, Communications & Governance	Reviewed	December 2024	Version	2
Authorising Officer	Endorsement by Council	Effective From	18 March 2025	TRIM Reference	E1533

1. Establishment

This Chief Executive Officer Employment Matters Committee (Committee) is established by resolution of Mansfield Shire Council (Council).

2. Purpose

The Committee is established to assist Council to fulfil its responsibilities in relation to employment matters of the Chief Executive Officer (CEO), as outlined in Council's CEO Employment and Remuneration Policy.

The Committee will oversee matters relating to CEO employment and remuneration in accordance with the *Local Government Act 2020* (the Act) s.45(2) including:

- Recruitment and Appointment of CEO
- Contractual Arrangements
- Remuneration and Expenses
- CEO Performance Objectives and Review

The Committee has the authority to undertake discussions with the CEO in relation to CEO employment matters within agreed parameters.

The Committee makes recommendations to Council on CEO employment matters

3. Membership of the Committee

The Committee shall comprise the Mayor and at least two Councillors. A quorum of three Councillors is required for a meeting.

Formal appointment of Councillors on the Committee will be undertaken annually at the November Council meeting through the 'Councillor Representation on Committees' appointment process.

In accordance with the requirements of s45(2)(a) of the Act, an independent person may be appointed to assist the Committee in the performance of its functions, including, but not limited to, the performance review, remuneration review and contract renewal of the CEO.

The Committee can at any time obtain independent professional advice in relation to the matters dealt with in the CEO Employment and Remuneration Policy. The engagement of independent advice, if requested by the Committee, will be undertaken by an officer appointed by the CEO.

4. Responsibilities

4.1 Recruitment and Appointment of CEO

The Committee will make recommendations to Council when appointing a recruitment consultant, determining the CEO selection criteria and developing the CEO contract.

The Committee will oversee the recruitment process and make recommendations to Council on the appointment of the CEO.

The Committee will be supported by a suitably qualified recruitment consultant agency appointed by Council to manage the end-to-end recruitment process.

4.2 CEO Performance Objectives and Review

The Committee will develop annual performance objectives for the CEO (the Performance Plan). The Performance Plan will be developed collaboratively by the CEO and the Committee and presented to Council for adoption.

The Performance Plan will document agreed objectives and outcomes to be delivered over a twelve-month period. A formal review of the CEO's performance, benchmarked against the Performance Plan, will be held annually by the Committee.

An informal review should occur bi-annually to ensure that objectives and actions are progressing and to discuss any challenges that may impact outcomes. The informal review will provide the CEO and Council with the opportunity to adjust any of the objectives set, by agreement, if required.

The CEO will provide a progress report to the Committee at both the 6 and 12 month review. The review will also include the opportunity for Council to provide the CEO with performance related feedback and input into the CEO's development plan. The CEO will also have the opportunity to provide feedback to the Council.

This process will be facilitated by the Chair of the Committee.

5. Independent Member

Should the committee require further support, an independent person may be engaged following the committees' recommendation to Council.

The independent member should have and be able to demonstrate the following:

- ▶ knowledge and experience in management, including remuneration and oversight of employment contracts
- ▶ experience in developing and facilitating executive performance reviews
- ▶ senior business or government (including local government) experience
- ▶ strong leadership and communication skills
- ▶ an understanding of good governance and previous experience working with governance

bodies or boards

- ▶ the ability to work effectively with Councillors and the CEO

The independent member can be appointed for a term of up to four (4) years and is required to attend a minimum of two meetings per year plus additional meetings as scheduled.

The independent member will actively participate as a member of the Committee's review of the CEO's performance against the performance criteria set out in the annual performance review.

The independent member will be remunerated at a rate to be determined by Council.

6. Delegated Authority and Decision Making

The Committee acts in an advisory capacity only and has no delegated authority to make decisions on behalf of Council.

Meeting procedures are not prescribed. Meetings are to be held at a time and place determined by the Committee. The Committee is not required to give public notice of its meetings and its meetings are not open to the public.

Meetings will follow standard meeting procedures protocols, namely:

- ▶ Commence on time and conclude by the stated completion time.
- ▶ Be scheduled and confirmed in advance with all relevant papers distributed (as appropriate) to each member.
- ▶ Encourage fair and respectful discussion, participation and respect for each other's views.
- ▶ Focus on the relevant issues at hand.
- ▶ Provide advice to Council as far as possible on a consensus basis.

7. Chair

The position of Chairperson shall be held by the Mayor

If the Chairperson is not present at the meeting, another Councillor who has been appointed to the Committee shall be appointed to act as Chairperson by the Committee.

8. Agendas and Meeting Notes

Agendas and meeting notes must be prepared for each meeting.

Officers attending for agenda items, including the CEO, will be identified on the draft agenda for review by the Chair prior to finalisation of the agenda.

The Agenda must be provided to members of the Committee not less than 5 days before the time fixed for the holding of the meeting. The only exception to this deadline is when a public holiday falls on the day the agenda is due, in which case the Agenda is to be provided close of business 4 days in advance.

Agendas and meeting notes will be provided to the Committee in a digital/electronic format. Committee members may request a hard copy of the Agenda and meeting notes.

The Chairperson must arrange for meeting notes of each meeting of the Committee to be kept.

An officer from the Governance and Risk team will provide secretariat support to the Committee, including:

- ▶ coordinating meetings of the Committee,
- ▶ preparing relevant documentation including reports to Council and contractual documents,
- ▶ maintaining appropriate records regarding performance review.

9. Attendance

All Committee members are expected to attend each meeting.

The Committee will decide, at any given point, whether the CEO (or, for that matter, any other member of Council staff) should attend any meeting (or part of a meeting). For instance, it may be appropriate for the CEO to attend a meeting (or part of a meeting) when information from them or their input is being sought.

Attendance of non-Committee members, except secretariate/administrative support and as outlined above, is not permitted. Meetings are not open to the public.

10. Voting

Each member of the Committee present at the meeting shall have one vote, excluding the Independent person who is a non-voting member.

In the event of an equality of votes the Chairperson has a casting vote.

11. Conduct of Committee Members

The Model Councillor Code of Conduct applies. The conflict of interest and confidentiality provisions in the Act apply to all members including an appointed independent member.

12. Reporting

Committee minutes and recommendations will be submitted to the next appropriate Ordinary Council Meeting as a confidential item for consideration.

13. Secretariat

An officer from the Governance and Risk team will provide administration support to the Committee to ensure that reports, agendas, notice of meetings and meeting notes of the Committee are recorded and managed in accordance with legislative compliance requirements.

14. Review Date

To ensure currency, the Terms of Reference will be reviewed by the Council alongside the CEO Employment and Remuneration Policy (June 2027).