



MANSFIELD SHIRE

TERMS OF REFERENCE

OF THE

**CHIEF EXECUTIVE OFFICER
PERFORMANCE AND REMUNERATION
REFERENCE AND ADVISORY GROUP**

Endorsed by Council – 23 June 2020



MANSFIELD SHIRE COUNCIL

TERMS OF REFERENCE OF THE CEO PERFORMANCE AND REMUNERATION REFERENCE AND ADVISORY GROUP

1. Establishment

This Chief Executive Officer Performance and Remuneration Reference and Advisory Group (Advisory Group) was established by a resolution of Mansfield Shire Council on 19 May 2020.

2. Purpose

The Advisory Group undertakes, in conjunction with the Chief Executive Officer, annual reviews of the performance of the Chief Executive Officer against pre-determined assessment criteria and the progress towards meeting these criteria.

The Advisory Group has the authority to undertake discussions with the Chief Executive Officer in relation to remuneration within agreed parameters. The Advisory Group can make recommendations to the Council in relation to the Chief Executive Officer's remuneration review, inclusive of making recommendations to Council on the performance review.

The annual review of the CEO's performance and remuneration is reported to Council for formal consideration. Further, the Advisory Group, in conjunction with the Chief Executive Officer, is responsible for:

- facilitating the setting of annual Key Performance Indicators (KPIs) for the Council's CEO
- facilitating the CEO performance reviews, including all activities that are part of that review
- providing the CEO with feedback through a written report and facilitating feedback sessions
- making recommendations to Council on the CEO's performance targets
- making recommendations to Council on the CEO's remuneration in accordance with the principles of the Victorian Government's policy on executive remuneration in public entities, together with any determination that is in effect under s21 of *the Victorian Independent Remuneration Tribunal and Improving Parliamentary Standards Act 2019* relating to remuneration bands for executives employed in public service bodies.

3. Objectives

The objectives of the Advisory Group is to provide a forum for authentic dialogue with the Chief Executive Officer on overall performance, and to establish the Chief Executive Officer's annual Key Performance Indicators.

Further, the Advisory Group has authority to undertake discussions with the CEO in relation to remuneration within agreed limits, and make recommendation to the Council in relation to the CEO's remuneration review.



4. Membership of the Advisory Group

The Advisory Group shall comprise the Mayor and Councillors. A quorum of three Councillors is required for a meeting.

Formal appointment of Councillor representation on the Advisory Group will be undertaken at the first Council meeting after the general election (ie, every four years) through the 'Councillor Representation on Committees' appointment process, or any other time deemed necessary by the Council.

An independent advisor, who is not a member of the Advisory Group, may be invited to assist the Advisory Group in the performance of its functions, including, but not limited to, the performance review, remuneration review and contract renewal of the CEO.

5. Delegated Authority and Decision Making

The Advisory Group act 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 Advisory Group. The Advisory Group 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.

6. Chair

The position of Chairperson shall be held by the Mayor and shall be reviewed at the first meeting of the Council held after a general election, or any other time deemed necessary by the Council. When this cannot be achieved, the Mayor of the day shall determine the Chair.

If the Chairperson is not present at the meeting, any other Councillor who has been appointed to the Advisory Group shall be appointed Chairperson. In the absence of any other Councillor representative/s, meetings will be rescheduled to a mutually convenience date and time.



7. Agendas and Meeting Notes

Agendas and meeting notes must be prepared for each meeting.

The Agenda must be provided to members of the Advisory Group not less than 7 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 6 days in advance.

Agendas and meeting notes will be provide to the Advisory Group 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 Advisory Group to be kept. The meeting notes of the Advisory Group must:

- (a) contain details of the proceedings and recommendations made;
- (b) be clearly expressed;
- (c) be self-explanatory; and
- (d) incorporate relevant reports or a summary of the relevant reports considered by the Advisory Group.
- (e) distributed to the Advisory Group members within 7 days of the meeting; and
- (f) submitted to the next meeting of the Advisory Group for information.

Agendas and notes from meetings will not be made available to the public.

8. Voting

Each member of the Advisory Group present at the meeting shall have one vote.

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

9. Conflict and Interest Provisions

In performing the role of Advisory Group member, a person must:

- act with integrity;
- impartially exercise his or her responsibilities in the interests of the local community;
- not improperly seek to confer an advantage or disadvantage on any person;
- treat all persons with respect and have due regard to the opinions, beliefs, rights and responsibilities of other persons;
- commit to regular attendance at meetings; and
- not make improper use of information acquired because of their position or release information that the member knows, or should reasonably know, is confidential information.

Where a Conflict of Interest is identified by a Councillor a relevant Conflict of Interest form must be completed. Completed forms should be forwarded to the Governance and Risk Co-ordinator within 5 working days of the meeting.



10. Reporting

A report of the Chief Executive Officer's annual performance review will be reported to the Council.

11. Administration Support

The CEO will allocate appropriate resources to ensure that reports, agendas, notice of meetings and meeting notes of the Advisory Group are recorded and managed in accordance with legislative compliance requirements.

12. Review Date

To ensure currency, the Terms of Reference will be reviewed by the Council within three months of the Local Government Council elections. The next Council election is scheduled for 24 October 2020.