



City of
Mount Gambier

Chief Executive Officer Performance Review Committee

TERMS OF REFERENCE

A Committee of Council
established pursuant to the provisions of
Section 41
of the Local Government Act 1999

The Chief Executive Officer Performance Review Committee was re-established by Council resolution dated 17 August 2021.

Terms of Reference for the conduct of the business of the Chief Executive Officer Performance Review Committee were approved and adopted by the City of Mount Gambier at its meeting held on 17 August 2021.

Chief Executive Officer Performance Review Committee

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1. NAME

- 1.1 The name of the Council Committee shall be the Chief Executive Officer (CEO) Performance Review Committee (in these Terms of Reference referred to as “the Committee”).

2. INTERPRETATION

- 2.1 For the purpose of these Terms of Reference, unless inconsistent with the subject matter or context:
- 2.1.1 “Act” means the Local Government Act 1999 and includes all Regulations and Schedules and successor legislation.
 - 2.1.2 “Committee” means the Committee of Council established pursuant to clause 3.
 - 2.1.3 “Committee Member” means the persons appointed by the Council to the Committee pursuant to clause 7.
 - 2.1.4 “Council” means the City of Mount Gambier that established the Committee and to which the Committee reports.
 - 2.1.5 “Employment Agreement” means the employment agreement between the City of Mount Gambier and the Chief Executive Officer, which came into effect on 15th June 2021 or any successor agreement.
 - 2.1.6 “Presiding Member of the Committee of Council” means the person appointed to that position pursuant to clause 8.
 - 2.1.7 “Observers” means those persons attending any meeting of the Committee of Council, but not having a vote on any matter to be determined by the Committee and not having been appointed as Committee Members.
 - 2.1.8 “Regulations” means the Local Government (Procedures at Meetings) Regulations 2013
- 2.2 Any words, phrases or terms used in these Terms of Reference that are defined in the Act shall have the same meaning as are given in the Act.
- 2.3 A reference in these Terms of Reference to a “singular” includes a reference to the “plural” and a reference to a “plural” includes a reference to the “singular”.
- 2.4 These Terms of Reference shall be interpreted in line with the provisions of the Act.

3. ESTABLISHMENT

- 3.1 The Chief Executive Officer Performance Review Committee is established under Section 41 of the Local Government Act 1999.
- 3.2 The Committee was re-established on from 20 July 2021.

4. PURPOSE

- 4.1 The Committee’s primary purpose, 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 those performance criteria, including as specified within the Employment Agreement.
- 4.2 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.
- 4.3 To obtain and consider the advice of a qualified independent person(s) in accordance with s102A of the Local Government Act 1999 and independent human resource support as determined appropriate by the Presiding Member to support the effective conduct of the reviews in 4.1 and 4.2.

5. ROLE AND RESPONSIBILITIES

- 5.1 To provide advice to Council on the CEO's performance and development, including the following matters:
 - 5.1.1 Reviewing the CEO's performance over the preceding 12 month performance period, in particular the performance against the agreed performance targets, Employment Agreement and position description requirements.
 - 5.1.2 Monitoring the progress on the CEO's agreed performance targets for the current 12 month performance period.
 - 5.1.3 Determining performance targets for the forthcoming 12 month performance period.
 - 5.1.4 Identifying development opportunities for the CEO.
 - 5.1.5 Reviewing the remuneration and conditions of employment of the CEO.
 - 5.1.6 Making any recommendations to Council on any review of the CEO Employment Agreement.
- 5.2 In support of the Committee's role, the Council will appoint an independent human resource specialist to assist with the undertaking of performance reviews and to provide advice as required.

6. DELEGATED POWERS

- 6.1 The Committee is an advisory committee and, with the exception of procurement for the purposes of 4.3 and 5.2 in accordance with 6.2, has no power or authority to make delegated decisions on Council's behalf.
- 6.2 The engagement of independent person(s) and/or specialist consultancy services under 4.3 and 5.2 shall be administered by the administration under (sub)delegation in conjunction with the Presiding Member and in accordance with Council's Procurement & Disposal of Land and Assets Policy P420.

7. MEMBERSHIP

- 7.1 Membership of the Committee will be comprised of five Elected Members being the Mayor (Presiding Member), Deputy Mayor, the Presiding Members of the Economic & Environment and the People & Place Committees, and otherwise as resolved by Council.
- 7.2 Should any one or more of the positions specified in 7.1 be filled by the same Elected Member Council may appoint other Elected Members to fill up to the full membership of **five**.
- 7.3 Should Council's committee structure change from that specified in 7.1 then the Elected Members membership of the Committee shall remain as in place prior to the change until these Terms of Reference are amended by Council.

8. PRESIDING MEMBER

- 8.1 The Mayor will be the Presiding Member of the Committee.
- 8.2 If the Presiding Member of the Committee is absent from a meeting, then a member of the Committee chosen from those present will preside at the meeting until the Presiding Member is present.
- 8.3 The role of the Presiding Member includes:
 - 8.3.1 overseeing and facilitating the conduct of meetings in accordance with the Act; and the Regulations.
 - 8.3.2 Ensuring all Committee members have an opportunity to participate in discussions in an open and encouraging manner.
 - 8.3.3 In conjunction with an Administration Officer with appropriate sub-delegation to determine and procure the services of an independent person and/or specialist consulting services to support the Committee in fulfilling its purpose, role and responsibilities.

9. REPORTING RESPONSIBILITIES

- 9.1 The minutes of each Committee meeting will be included in the agenda papers of the next ordinary meeting of the Council.
- 9.2 The Committee shall make whatever recommendations to the Council it deems appropriate on any area within its terms of reference where in its view action or improvement is needed.

10. MEETING PROCEDURES

- 10.1 Meeting procedure for the Committee is as set out in the Act and Regulations.
- 10.2 A quorum for the Committee shall constitute half the membership, ignoring any fraction from the division, plus one.
- 10.3 All decisions of the Committee shall be made on the basis of a majority decision of the members present.

11. FREQUENCY OF MEETINGS

- 11.1 The Committee shall meet at appropriate times and places as determined by the Committee and, at least, annually. A special meeting of the Committee may be called in accordance with the Act.
- 11.2 Actions undertaken in calling meetings and their frequency will be consistent with the Act and the Employment Agreement.

12. NOTICE OF MEETINGS

- 12.1 Notice of the meetings of the Committee will be given in accordance with the Act and with the Employment Agreement.

13. PUBLIC ACCESS TO MEETINGS & DOCUMENTS

- 13.1 Members of the public are able to attend all meetings of the Committee, unless excluded by order of the Committee, under the confidentiality provisions of the Act.
- 13.2 Members of the public have access to all documents relating to the Committee unless withheld by order of the Committee or Council under the confidentiality provisions of the Act.

14. MINUTES OF MEETINGS

- 14.1 Minutes shall be kept of all meetings of the Committee in accordance with the Act.

15. CONDUCT AND DISCLOSURE OF INTERESTS

- 15.1 Members of the Committee must comply with the conflict of interest provisions of the Act.
- 15.2 Members of the Committee must comply with the Code of Conduct for Council Members and Chapter 5 Part 4 of the Act relating to Conduct and Disclosure of Interests.

16. LIABILITY OF THE COMMITTEE

- 16.1 A liability incurred by the Committee rests against Council.
- 16.2 No liability attaches to a Member of the Committee for an honest act or omission by that Member of the Committee in the performance or discharge, or purported performance or discharge, of the Member's or the Committee's functions or duties.
- 16.3 All members of the committee are bound by the Council Member Code of Conduct as published in accordance with Section 63 of the Act.

17 AMENDMENTS TO TERMS OF REFERENCE

- 17.1 It will be lawful for the Council by resolution to revoke, vary or add to any of the provisions of these Terms of Reference at its own discretion within the parameters of the Act, the Employment Agreement and any other relevant legislation.
- 17.2 Notwithstanding 17.1 hereof before the Council resolves to revoke, vary or add to any of the provisions of these Terms of Reference it may, but will be under no obligation, to obtain the opinion of the Committee and the CEO.

18. INTERPRETATION OF TERMS OF REFERENCE

- 18.1 Should there be any dispute as to the definition and/or interpretation of these Terms of Reference, or any part thereof or any irregularities whatsoever that are unable to be resolved by the Presiding Member then the Council shall determine the dispute and the decision of the Council shall be final and binding.

19. OTHER MATTERS

- 19.1 The Committee shall:
- 19.1.1 Have access to reasonable resources in order to carry out its duties, recognising the constraints within the Council's Budget.
 - 19.1.2 Give due consideration to laws and regulations, including the Act and relevant employment law.
 - 19.1.3 Seek independent human resource support and advice to enable it to comply with its responsibilities set out in the Employment Agreement.
 - 19.1.4 Where the Committee is required to act jointly with or to obtain the concurrence of the CEO in the performance of its functions, the Council expects that both parties will negotiate and consult in good faith to achieve the necessary objectives.
- 19.2 The CEO will provide administrative support for the purposes of co-ordination and preparation of agendas and reports for and minutes of Committee meetings and as a point of contact for all Committee members.
- 19.3 The Council may cease the operation of the Committee and the Committee may, in conjunction with the CEO, make such recommendation to the Council on the completion of its function.

20. NOTICES

- 20.1 All communication to be given to the Committee shall be addressed to:

City of Mount Gambier Chief Executive Officer Performance Review Committee
PO Box 56
MOUNT GAMBIER SA 5290
Email: city@mountgambier.sa.gov.au