

CHIEF EXECUTIVE OFFICER EMPLOYMENT MATTERS ADVISORY COMMITTEE (CEEMAC) TERMS OF REFERENCE

1. Establishment of Committee

The Chief Executive Officer Employment Matters Advisory Committee ('the Committee'), is a formally appointed Advisory Committee of the Warrnambool City Council ('the Council') for the purposes of the Local Government Act 1989/2020 ('the Act').

The membership of the Committee and the Terms of Reference will be approved by resolution of the Council.

2. Purpose of Committee

The Committee's role is to assist and advise the Council on matters including:

- a. Recruitment of the Chief Executive Officer ('the CEO') or the person to act as the CEO;
- b. Determining the Performance Plan of the CEO;
- c. Monitoring the CEO's achievement of the Performance Plan; and
- d. Preparing an Annual Review Report on the CEO's performance and key terms of employment.

The functions and responsibilities for the Committee's role are set out in Appendix 1. In carrying out its role, the Committee must have full regard for the directions set out in the CEO Employment and Remuneration Policy.

3. Authority and Compliance

The Committee is an advisory committee only and has no delegated decision making authority.

4. Membership

Composition

The Committee shall be composed of:

- Independent Chair,
- The Mayor and
- Two Councillors appointed by the Council.

Appointment of Chair

The Independent Chair will be appointed by the Council.

Key competencies for the appointment of the Independent Chair include:

- Demonstrated human resource management skills, senior business experience and/or local government experience and/or employment law background;
- Demonstrated ability in relation to performance management and development of Executive level staff; and
- Previous experience or facilitation experience working with Executive, Governance bodies

or Board Members in membership and or / facilitation roles

Term of Appointment

Up to four years, in line with the term of the Council.

Observers

Any Councillor who is not a member of the Committee, may subject to the consent of the Independent Chair attend a meeting of the Committee as an Observer.

5. Support to the Committee

Administrative responsibility and support for the Committee is assigned to the Manager Governance. This function includes providing:

- information and any necessary training for members in relation to their responsibilities under the Terms of Reference and the Act;
- preparation of meeting agendas and minutes;
- advice in respect to matters before the Committee; and
- secretarial and logistical support to the Committee

6. Meeting Proceedings

Meeting Schedule

The Committee will meet at least four times a year, with authority to convene additional meetings as circumstances require.

Attendance at Meetings

Teleconference or over the internet (e.g. Zoom, Skype, FaceTime) attendance is acceptable

A member who misses two consecutive meetings without a formal apology may, at the discretion of Council, have their term revoked.

A member who is unable to attend the majority of meetings during the year without a formal apology may, at the discretion of Council, have their term of office revoked.

Meeting Agendas

Agenda items can be submitted by Members for consideration for inclusion by the Chair.

The structure of the Committee Agenda and documents will be determined by the Chair.

The Agenda must be distributed to members at least five working days prior to the meeting.

Quorum

A quorum of the Chair and at least two other members will be necessary to transact the business of the committee.

If a quorum is not present within 20 minutes of the time appointed for the commencement of the meeting, the meeting shall lapse.

If a quorum fails after the commencement of the meeting, the meeting shall lapse.

Business that is unfinished at the completion of a meeting may at the discretion of the Chair be referred to the next meeting of the Committee.

Conflict of Interest

If a Member has a conflict of interest relating to any item on a Meeting Agenda, the member must verbally disclose the type and nature of the interest immediately before consideration of the matter in question.

Confidentiality

All Committee meetings and records are considered confidential and may be designated as confidential in accordance with the Act as the matters relate to personnel and contractual matters.

Minutes and Reporting

The Manager, Governance will take the minutes for each Committee meeting.

The minutes shall be in a standard format including a record of those present, apologies for absence, adoption of previous minutes and a list of adopted actions and resolutions of the Committee.

Minutes of each meeting will be presented at the next Council meeting.

7. Records

All records pertaining to the Committee's function shall be kept by the Manager Governance on the CEO's personnel file.

The records may be accessed by the Chair, Mayor and CEO (current incumbent only).

8. Key Meeting and Reporting Requirements

- 1st & 3rd quarter Performance Review Progress meetings (CEO & Committee)
- Mid-year Performance Review (CEO & Committee/Consultant)
- Full Year Performance Review (CEO & Committee/Consultant).
- Submission of the Committee's Annual Review report to the Council - to occur within 3 weeks the anniversary date of the CEO's date of commencement of employment.

Appendix 1 – CEEMAC Functions and Responsibilities

a. Recruitment of the CEO

To fulfil its role, the Committee shall:

1. Undertake preparatory work on the recruitment process in conjunction with the appointed Recruitment Consultant. Develop and agree on:
 - a. A search and selection process and timeframe;
 - b. A range for the Total Remuneration Package
 - c. Conditions of employment;
 - d. Key accountabilities of the role;
 - e. Key selection criteria;
 - f. Candidate application material;
 - g. A candidate identification strategy;
 - h. Methods of applicant evaluation; and
 - i. Public relations and internal communications activities.
2. Liaison with the appointed Lawyer to review and recommend on the form and terms of the Contract of Employment, including:
 - a. Term of employment – no greater than five (5) years;
 - b. Total Remuneration Package (TRP);
 - c. Additional expenses payable by Council;
 - d. Annual review of performance;
 - e. Annual review of the TRP;
 - f. Leave entitlements;
 - g. Ownership of intellectual property;
 - h. Performance criteria;
 - i. Conduct matters;
 - j. Suspension, redundancy and termination of contract provisions;
 - k. No compensation for termination of a contract beyond pay in lieu of notice and accrued leave;
 - l. Employment notice provisions; and
 - a. Dispute resolution procedure.
3. Seek Council approval for the recruitment process to proceed.

b. Determining the Performance Plan

To fulfil its role, the Committee shall:

1. Recommend to Council the appointment of a Facilitator to assist the Committee to discharge its obligations in relation to the preparation of an annual performance plan and subsequent monitoring and year-end review.
2. Ensure that the CEO is consulted and advised of the process.
3. In consultation with the CEO, identify and agree the Performance Plan objectives and measures that the CEO should work towards achieving over a 12 month period and submit to the Council for approval (refer to Appendix 2 for Performance Plan Template).

c. Monitoring achievement of the Performance Plan

To fulfil its role, the Committee shall:

1. Monitor the CEO's performance and provide feedback to the CEO and about his/her performance at quarterly review meetings.
2. Ensure that the CEO submits a written end-of-year self-assessment on the Performance Plan
3. Ensure that all Councillors are invited to provide written comments on the CEO's performance to the Committee based on the Performance Plan Template.
4. Attend to the collection and collation of council feedback in relation to the CEO's performance as measured against the Performance Plan. In making this assessment, the Committee will take into account any written comments about the performance of the CEO it has received from Councillors

d. Annual Review

To fulfil its role, the Committee shall:

2. Make a detailed assessment of the CEO's performance against the Performance Plan.
3. Review the CEO's Total Remuneration Package as a component of the annual review. In considering its recommendations on the CEO Total Remuneration Package the Committee must have regard to:
 - a. The principles in the Government of Victoria's Policy on Executive Remuneration in Public Entities; and
 - b. Any Determination that is currently in effect under section 21 of the Victorian Independent Remuneration Tribunal and Improving Parliamentary Standards Act 2019 relating to remuneration bands for executives employed in public service bodies
4. The Chair shall arrange for the preparation of an Annual Review Report having regards to:
 - a. Written submission made by Councillors;
 - b. Other Information, both quantitative and qualitative, pertinent to the various measure of performance established in the Performance Plan;
 - c. The CEO's written appraisal of his performance; and
 - d. The Committee's own deliberations.
5. Provide feedback to the CEO about the proposed outcome of the annual performance review and the TRP review and provide the CEO the opportunity to submit a response.
6. Submit the Annual Review Report to the Council.

The CEO's written self-assessment and response to the Committee's assessment will form part of the Report to the Council.

The Report will seek decisions on outcomes of the review process, including:

 - a. The CEO's achievement of the Performance Plan;
 - b. Any proposed variation to the Total Remuneration Package;
 - c. Setting the CEO's Performance Plan for the next 12 month period;
 - d. Setting the CEO's Professional and Personal Development Plan for the next 12 month period; and
 - e. Whether any options of the CEO's contract should be exercised in accordance with the Contract of Employment.