

ADELAIDE HILLS COUNCIL

CEO Performance Review Panel

TERMS OF REFERENCE

1. ESTABLISHMENT

- 1.1 The CEO Performance Review Panel (the Panel) is a Panel established by the Council under Section 41 of the *Local Government Act 1999* (the Act).
- 1.2 The Panel has no power or authority to make delegated decisions on behalf of the Council, nor does it have any financial delegations. The Panel performs an advisory role to the Council, as a governing body.

2. ROLE

- 2.1 In accordance with section 102A(1) of the Act , Council must review the performance of the Chief Executive Officer (CEO) at least once per year.
- 2.2 In accordance with section 102A(2) of the Act, Council must obtain and consider the advice of a qualified independent person on a review. The qualified independent person must not be a member or employee of the Council and is to be a person determined by the Council (evidenced by resolution) to have appropriate qualifications or experience in human resource management.
- 2.2 The Council is responsible for the selection, remuneration and performance management of the CEO. The role of the Panel is to facilitate, manage and report to Council on the review process in accordance with section 102A of the Act, as well as to provide advice to Council on matters relating to the performance and development of the CEO.

3. SPECIFIC FUNCTIONS

- 3.1 The Panel is to provide advice to Council on the CEO's performance and development, including, but not limited to, the following matters:
 - 3.1.1 Determining the Performance Targets for the forthcoming 12 month performance period;
 - 3.1.2 Monitoring the progress on the CEO's agreed Performance Targets for the current 12 month performance period;
 - 3.1.3 Reviewing the CEO's performance over the preceding 12 month performance period, in particular assessing performance against the agreed Performance Targets and Position Description requirements;

- 3.1.4 Identifying development opportunities for the CEO;
- 3.1.5 Reviewing the remuneration and conditions of employment of the CEO in accordance with Section 99A of the Act, as well as any Determination made by the Remuneration Tribunal; and
- 3.1.6 Making recommendations to Council on the conclusion of the review, including with respect to the Employment Agreement as between Council and the CEO.

4. OTHER MATTERS

The Panel shall:

- 4.1 Have access to reasonable resources in order to carry out its duties and functions, within Council's budgetary constraints;
- 4.2 Be provided with appropriate and timely training, both in the form of an induction program for new members, as well as on an ongoing basis for all members;
- 4.3 Comply with all relevant legislation , including the Act;
- 4.4 Where the Panel is required to act jointly with, or to obtain the concurrence of, the CEO in the performance of its functions, the expectation of the Council is that both parties will negotiate and consult in good faith to achieve the necessary objectives; and
- 4.5 At least once in its term, undertake a review its own performance, including these Terms of Reference, to ensure it is operating at maximum effectiveness, and recommend changes it considers necessary to the Council for its consideration, and adoption.

5. MEMBERSHIP

- 5.1 The Panel will be comprised of five (5) members as follows:
 - 5.1.1 Mayor and Deputy Mayor;
 - 5.1.2 Two (2) Council Members; and
 - 5.1.3 One (1) Independent Member, who **is not** an employee or the qualified independent person engaged pursuant to section 102A of the Act.
- 5.2 All members of the Panel will be appointed by the Council.
- 5.3 The Independent Member of the Panel shall have recent and relevant skills and experience in fields related to the role and functions of the Panel, as determined by the Council.

- 5.4 It is desirable for the Council Members appointed to the Panel to have a sound understanding of the role and functions of the Panel.
- 5.5 In considering appointments to the Panel, Council will give consideration to the diversity of its membership.
- 5.6 Appointments to the Panel shall be for a period of up to three (3) years, as determined by the Council.
- 5.7 Members of the Panel are eligible for reappointment at the expiration of any term of office.

6. SITTING FEES

- 6.1 The applicable Determination of the Remuneration Tribunal (or its successor) outlines the applicable allowances for Council Members on the Panel.
- 6.2 The Independent Member is to be paid a sitting fee for attendance at meetings and authorised training sessions, as determined by resolution of the Council.
- 6.3 Council may determine by resolution a higher sitting fee will apply for the Presiding Member.

7. PRESIDING MEMBER

- 7.1 The Council will appoint the Presiding Member of the Panel.
- 7.2 The Mayor is ineligible to be appointed as Presiding Member.
- 7.2 The Council authorises the Panel to determine if there will be a Deputy Presiding Member of the Panel and, if so, authorises the Panel to make the appointment to that position for a term determined by the Panel.
- 7.3 If the Presiding Member of the Panel is absent from a meeting, the Deputy Presiding Member (if such position exists) will preside at that meeting. If no appointment to the position of Deputy Presiding Member has been made, or in the event that both the Presiding Member and the Deputy Presiding Member of the Panel are absent from a meeting of the Panel, then a member of the Panel chosen from those present will preside at the meeting, until the Presiding Member or Deputy Presiding Member, (if relevant) is present.
- 7.4 The role of the Presiding Member includes:
- 7.4.1 overseeing and facilitating the conduct of meetings in accordance with the Act and the *Local Government (Procedures at Meetings) Regulations 2013* (the Regulations); and
 - 7.4.2 Ensuring all Panel members have an opportunity to participate in discussions in an open, transparent and informed manner.

8. REPORTING RESPONSIBILITIES

8.1 For the purposes of Section 41(8) of the Act, the Panel's reporting and accountability requirements are:

8.1.1 The minutes of each Panel meeting will be included in the agenda papers for the next ordinary meeting of the Council;

8.1.2 The Presiding Member will attend a meeting of the Council at least once per annum, to present a report on the activities of the Panel;

8.1.3 The Panel shall make whatever recommendations to the Council it deems appropriate, on any area within its role and functions, as set out under these Terms of Reference; and

8.1.4 The Presiding Member may attend a Council meeting at any time the Presiding Member sees fit, to discuss any issue or concern relating to the Panel's functions. Subject to the nature of the matter, this briefing may be held in confidence in accordance with Section 90 of the Act and staff may be excluded from attendance.

9. MEETING PROCEDURE

9.1 Meeting procedures for the Panel are set out under the Act, as well as Parts 1, 3 and 4 of the Regulations. Insofar as the Act, the Regulations, or these Terms of Reference do not prescribe the procedure to be observed in relation to the conduct of a meeting of the Panel, the Panel may determine its own procedure.

9.2 In accordance with Section 90(7a), one or more Panel members may participate in the meeting by telephone or other electronic means, provided that members of the public can hear the discussion between all Panel members.

9.3 Only members of the Panel are entitled to vote in Panel meetings. Unless otherwise required by the Act not to vote, each member must vote on every matter before the Panel for decision.

9.4 A quorum for the Panel shall constitute half the membership, ignoring any fraction from the division, plus one (1).

10. SECRETARIAL RESOURCES

10.1 Sufficient administrative resources will be provided by Administration to the Panel for the purposes of coordination and preparation of reports, agendas and minutes, as well as a point of contact for all Panel Members and any external consultants.

11. FREQUENCY OF MEETINGS

11.1 The Panel shall meet at appropriate times and places as determined by the Panel. A special meeting of the Panel may be called in accordance with the Act.

11.2 If it is determined there is no business to transact for a designated meeting, the Presiding Member of the Panel may cancel the respective Panel meeting.

12. NOTICE OF MEETINGS

12.1 Notice of the meetings of the Panel will be given in accordance with Sections 87 and 88 of the Act. Accordingly, notice will be given:

12.1.1 To members of the Panel by email or as otherwise agreed by Panel members at least 3 clear days before the date of the meeting; and

12.1.2 To the public as soon as practicable after the time that notice of the meeting is given to members, by causing a copy of the notice and agenda to be displayed at the Council's offices and on the Council's website.

13. PUBLIC ACCESS TO MEETINGS & DOCUMENTS

13.1 Meetings of the Panel will be conducted in a place open to the public, and members of the public are invited to attend, unless the Panel makes an order under Section 90(2) and (3) of the Act for any particular item of business.

13.2 Members of the public have access to minutes and reports presented to the Panel, unless prohibited by section 83(5) of the Act, or by resolution of the Panel under Section 91(7) of the Act.

14. MINUTES OF MEETINGS

14.1 All proceedings and resolutions on items of business at all meetings of the Panel, including recording the names of those present are minuted and the minutes will otherwise comply with the requirements of the Regulations.

14.2 Minutes of Panel meetings shall be circulated within five days after a meeting to all members of the Panel and will (in accordance with legislative requirements) be available to the public.

14.3 The minutes shall be confirmed at the next meeting of the Panel.