

Chief Executive Officer Employment Matters Advisory Committee

Terms of Reference

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1 Establishment of the Committee

The Chief Executive Officer Employment Matters Advisory Committee (hereinafter referred to as “the Committee”), is a formally appointed Advisory Committee of the City of Whittlesea for the purposes of the *Local Government Act 1989*.

The membership of this Committee and these Terms of Reference will be adopted by resolution of the City of Whittlesea at an Ordinary Council Meeting.

2 Objectives

The Committee’s role is to report to the Council and provide recommendations, appropriate advice, information and feedback on matters relevant to this Terms of Reference in order to facilitate decision making by the Council in relation to the discharge of its responsibilities.

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

The Committee is established to:

1. Make recommendations to Council on contractual employment matters relating to the Chief Executive Officer (CEO);
2. Make recommendation to Council on performance matters relating to the CEO; and
3. To perform any other functions or responsibilities prescribed by the Act.

The Committee will carry out the following in order to achieve the objectives set:

1. Contractual Employment Matters
 - a) Conduct the process to enable the Council to appoint the CEO.
 - a) Provide a recommendation to Council on the remuneration and conditions of appointment of the CEO.
 - b) Provide a recommendation on any extension of the appointment of the CEO under section 94(4).
2. Performance Review
 - a) Engage in and undertake a developmental process to determine, in conjunction with the CEO, relevant Key Performance criteria for the CEO and make recommendations to Council;
 - b) Undertake the formal review process of the performance of the CEO against the agreed Key Performance criteria in accordance with these terms of reference and the CEO contract, and make recommendations to Council

3. Other Prescribed Functions or Responsibilities
 - a) Make other recommendations to the Council relevant to the employment and performance of the CEO in accordance with the CEO's employment contract and the *Local Government Act 1989*

3 Role and Responsibilities of the Chief Executive Officer

Council's Chief Executive Officer has roles and responsibilities that are determined by Statute including the Victorian *Local Government Act 1989* and by decisions of Council, including adoption of a position description and performance criteria and plan.

Statutory Functions

Following recent legislative changes to the *Local Government Act 1989* the functions of the Chief Executive Officer have been amended. The following is an extract from the *Local Government Act 1989* of the legislative functions of the Chief Executive Officer.

1. A Chief Executive Officer is responsible for:
 - a) Establishing and maintaining appropriate organisational structure for the Council;
 - b) Ensuring that the decisions of the Council are implemented without undue delay;
 - c) The day to day management of the Council's operations in accordance with the Council Plan;
 - d) Developing, adopting and disseminating a code of conduct for Council staff;
 - e) Providing timely advice to the Council;
 - f) Ensuring that the Council receives timely and reliable advice about its legal obligations under this Act and any other Act;
 - g) Supporting the Mayor in the performance of his or her role as Mayor;
 - h) Carrying out the responsibilities as a deemed employer with respect to Councillors, as deemed workers, which arise under or with respect to the *Accident Compensation Act 1985* or the *Accident Compensations (Workcover Insurance) Act 1993*; and
 - i) Performing any other function or duty of the Chief Executive Officer specified in this Act or any other Act
2. The Chief Executive Officer may appoint as many members of Council staff as are required to enable the functions of the Council under this Act or any other Act to be carried out and to enable the Chief Executive Officer to carry out her or his functions
3. The Chief Executive Officer is responsible for managing interactions between Council staff and Councillors including by ensuring that appropriate policies, practices and protocols are in place defining appropriate arrangement for interactions between Council staff and Councillors
4. A reference to Council staff in this section does not include a reference to the Chief Executive Officer.

Position Description

A copy of the position description is referred to as Attachment 1 to these Terms of Reference.

Performance Criteria

A copy of the Performance Criteria adopted by Council is referred to as Attachment 2 to these Terms of Reference.

4 Independent Member of the CEO Employment Matters Advisory Committee

Role of Independent Member:

The Independent Member is a full member of the Committee and is required to be an active participant.

Qualities and Qualifications:

Key competencies:

- 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

Appointment Timeframe

The appointment will be made for two (2) years. The person can be re-appointed by Council.

Appointment Process

Where there is a vacancy in the position of Independent Member (or an impending vacancy) the Committee will call for Expressions of Interest.

The Committee will prepare a shortlist, conduct interviews and make a recommendation to the Council on an appointment.

The independent person appointed by Council will be a neutral person with appropriate experience recommended by CEMAC;

The list of independent persons considered by CEMAC will also be provided to Council.

Remuneration

The Independent Member will be remunerated at a rate to be determined by Council.

5 Membership

Composition of the Committee

The Committee shall comprise of five members, being:

- The Mayor, being the Chair of the Committee;
- Three other Councillors; and
- The independent person.

Length of appointment

While a Committee shall be in place for as long as Council sees fit, the appointment of members shall be for a term as deemed appropriate by Council.

Prior to the expiration of each term, there will be a call for nominations for the next term.

Support to the Committee

The Manager Governance will assist in or provide advice on any other function specified in these terms of reference where appropriate.

As well as the requirement set out in section 4 (Independent Member), the Committee may also request the appointment of a suitable qualified Independent Expert (as distinct from the Independent Person) to assist in any other function specified in these terms of reference where:

1. The committee consider it would benefit from the presence; or
2. Where there is not a consensus on performance
 - a) The suitably qualified Independent Expert will be recommended by the Manager Governance to CEMAC;
 - b) CEMAC will consider the recommendation of the Manager Governance and make a recommendation to Council; and
 - c) The Independent Expert will be appointed by Council and must be a neutral person with appropriate experience; the list of independent experts considered by CEMAC will also be provided to Council.

From time to time the Committee may wish to seek legal advice and this will be arranged through the Manager Governance, with that advice (whether written or verbal) available to all Committee members. Where relevant and appropriate, the advice will also be provided to the Council through meeting minutes.

Attendance at meetings

All Committee members are expected to attend each meeting.

Teleconference or over the internet (eg. 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.

6 Proceedings

Chair

The Mayor shall Chair the meetings.

If the Mayor is unavailable he/she shall delegate to another Committee member to chair the meeting.

Meeting schedule

The Committee will meet at least quarterly, and report to Council (including confirmed CEMAC meeting minutes). The duration of each Committee meeting should generally not exceed two hours.

Meetings of the Committee will be held as may be deemed necessary by the Committee to fulfil the objectives of the Committee taking into account the CEO Contract of Employment, remuneration and Performance Review provisions processes.

Special meetings may be held on an as-needs basis.

Meeting procedures

Meetings will follow standard meeting procedures as established in any guidance material and outlined in these terms of reference for Advisory Committees provided.

All Committee meetings and records are considered confidential and may be designated as confidential in accordance with Section 77 and section 89(2)(a) and (d) of the Act as the matters relate to personnel and contractual matters.

All recommendations, proposals and advice must be directed through the Chair.

Quorum

A majority of members of the Committee constitute a quorum.

If at any Committee meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting shall be deemed adjourned.

Voting

There will be no official voting process and the Committee shall operate on a consensus basis. All members shall have equal voting rights. Majority and minority opinions will be reflected in Committee minutes.

Minutes of the Meeting

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.

Where this meeting is also considered an Assembly of Councillors under the *Local Government Act 1989*, an Assembly of Councillors record must also be submitted in accordance with those requirements.

The agenda shall be distributed at least 5 working days in advance of the meeting to all Committee members, including alternative representatives and a call for Agenda items will be made prior to the issue of the agenda.

Questions are to be put to the CEO within 48 hours prior to meetings where applicable.

A copy of the minutes shall be distributed to all Committee members within 10 working days of the meeting.

Report to Council

A report to Council will be tabled on the Committee's progress towards the objectives included in this Terms of Reference every six (6) months in February and July and written updates will be provided quarterly, including provision of meeting minutes.

Reports to Council should reflect a consensus view. Where consensus cannot be reached, the report should clearly outline the differing points of view. The Mayor will be available for discussion as required with individual Councillors and provide feedback to CEMAC.

Review of the Committee and Duration of the Committee

The Terms of Reference will be reviewed every two (2) years.

A review will be conducted on a self-assessment basis (unless otherwise determined by Council) with appropriate input sought from the Council, the CEO, all Committee members, relevant management and any other stakeholders, as determined by Council.

7 Authority and Compliance Requirements

The Committee is an advisory committee only and has no executive powers nor does it have any delegated decision making or financial authority, unless authorised by Council.

The Committee must comply with the Assembly of Councillor provisions provided for in the *Local Government Act 1989*.

Failure to comply with the provisions outlined in this Terms of Reference may result in termination of the Member's appointment.

8 Conflict of Interest

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

End