



CEO Review Committee

- Terms of Reference -

Endorsed by Council: 26 October 2020 (0715/2020)

Amended 27 September 2021 (1098/2021)

Review Date:

November 2022

1. Establishment

- 1.1 Pursuant to section 41 of the *Local Government Act 1999* (the Act) the Council establishes a committee to be known as the **CEO Review Committee** ("the Committee").
- 1.2 The Committee will exist for the term of the Council or unless resolved otherwise by the Council.
- 1.3 The Committee is established as a Standing Committee within the Council's governance framework.

2. Functions and Responsibilities

- 2.1 The Committee is established to assist the Council in the performance of its functions as set out in the attached Special Term 1.

3. Authority

- 3.1 The Committee is established under section 41 of the Act as an advisory committee to the Council in regard to those functions listed in the attached Special Term 1.
- 3.2 The Committee does not enjoy the delegation of any powers or functions of the Council but acts in accordance with these Terms of Reference and any additional authorisations provided by the Council.
- 3.3 All decisions of the Committee will, therefore, constitute recommendations to the Council.

4. Membership

- 4.1 Membership of the Committee is determined by the Council and is set out in the attached Special Term 2.
- 4.2 Membership continues for the term of the Committee unless a member resigns from the Committee or is removed earlier by resolution of Council.
- 4.3 All members must attend meetings of the Committee and, where unable to do so, must provide an apology prior to the meeting.
- 4.4 Proxy membership is not permitted under the Act.
- 4.5 Members of the Committee, where they are not elected members of the Council must, nevertheless, comply with the *Code of Conduct for Council Members* and all members of the Committee must comply with the conflict of interest provisions of the Act. In particular, sections 62 (general duties), 63 (code of conduct) and 73, 74, 75 and 75A (conflicts of interest), must be observed.



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- 4.6 The Committee shall be provided with administrative support by the services of an employee of the Council appointed by the Chief Executive Officer or his/her delegate.

5. Operational Matters

- 5.1 Meetings of the Committee will be held in the Council Offices at 34 Church Street, Salisbury, in the Council/Committee Rooms. Meetings will occur on such dates and times as set out in the attached Special Term 3.
- 5.2 In the event that a meeting falls on a public holiday, the meeting will convene on the next business day in that same week.
- 5.3 In accordance with section 87 of the Act, a minimum of three clear days' notice of an ordinary meeting of the Committee will be provided to members of the Committee.
- 5.4 Public notice of meetings will be given through publication of the annual meeting schedule on the City of Salisbury website. A copy of the Notice of Meeting and Committee Agenda will be displayed publicly on a monthly basis.
- 5.5 Members of the public are able to attend all meetings of the Committee, unless prohibited by resolution of the Committee under the confidentiality provisions of section 90 of the Act.
- 5.6 The quorum is determined by dividing the total number of members of the Committee in office by two (ignoring any fractions) and adding one. See the attached Special Term 3.
- 5.7 Elected Members who are suspended from office and those granted a leave of absence under Section 55A of the *Local Government Act 1999*, are not to be counted in the total number of Members of the Council when calculating the prescribed number of Elected Members that constitutes a quorum.

6. Meeting Procedures

- 6.1 All meetings will be held in accordance with the Act and the *Local Government (Procedures at Meetings) Regulations 2013* (the Regulations) and the *City of Salisbury Code of Practice for Meeting Procedures*. Insofar as the Act and Regulations and these Terms of Reference do not prescribe the procedure to be observed in relation to the conduct of a meeting of the Committee, the Committee may determine its own procedure. Refer to the attached Special Term 4 for more detail regarding meeting procedures.
- 6.2 All members of the Committee have equal voting rights. A question arising for decision will be decided by a majority of votes cast by all members present.
- 6.3 Each member must vote on a question arising for decision.



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6.4 The Chair has a deliberative vote only and does not, in the event of an equality of votes, have a casting or second vote.

6.5 In the event of an equality of votes, the Committee has not made a decision on that item, which will then be referred to the Council for decision.

7. Minutes and Documents

7.1 Minutes and documents will be managed in accordance with the *City of Salisbury Code of Practice for Access to Meetings and Documents*.

7.2 Minutes will be kept of the proceedings at each Committee meeting. Members of the Council will be provided with a copy of all minutes of the proceedings of the Committee within five days after a Committee meeting.

7.3 Members of the public are entitled to access to all documents received at a meeting of the Committee unless it is resolved to be confidential under the Act.

8. Reporting

8.1 The Committee reports directly to the Council.

8.2 Decisions made by the Committee will be referred to the next Council meeting, presented as Committee recommendations to Council. Where the CEO Review Committee has exercised a delegated power, this will be reported to the next Council meeting.

9. Winding Up of the Committee

To the extent that the Committee does not wind up in accordance with clause 1.2 of these Terms of Reference, the Committee will be wound up upon resolution of the Council.



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SPECIAL TERM 1

Clause 2 Functions and Responsibilities

The CEO Review Committee is charged with undertaking the following functions:

- 2.1 By agreement with the CEO appoint an independent advisor to assist in the CEO performance appraisal process as provided for within the CEO Contract of Employment;
- 2.2 Develop a Performance Plan for the CEO;
- 2.3 Monitor the performance of the CEO against his/her contract of employment, responsibilities and performance plan and provide regular feedback;
- 2.4 Facilitate the conduct of the CEO's annual performance and remuneration reviews;
- 2.5 Receive reports from the CEO regarding the performance of the organisation;
- 2.6 Determine, under delegated authority from Council, any amendments to the CEO's employment arrangements and incentive payments to the CEO as provided in the contract of employment.
- 2.7 Council has formally delegated to the CEO Review Committee the power to:
 - by agreement with the CEO, appoint an independent advisor to assist with the CEO performance appraisal process; and
 - determine any amendments to the CEO's employment arrangements and incentive payments as provided for within the contract of employment.
- 2.8 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.
- 2.9 Recommendations made by the CEO Review Committee will be referred to the next Council meeting, by way of a report to Council from the Committee, for final resolution.
- 2.10 Where the CEO Review Committee has exercised a delegated power, this will be reported to the next Council meeting.
- 2.11 Taking into consideration both the risk and the opportunities of matters considered, so as to enable Council to act as an informed and responsible decision maker representing the interests of the community.



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SPECIAL TERM 2

Clause 4 Membership

The membership of the Committee comprises the following Members of Council:

- The Mayor
- The Deputy Mayor
- Cr Donna Proleta
- Cr Shiralee Reardon
- Cr Julie Woodman

The Chair of the Committee will be the Mayor for the duration of the term determined for the Committee.

The Deputy Chair will be the Deputy Mayor.

SPECIAL TERM 3

Clause 5 Operational Matters

The Committee meets quarterly in the second week of the month when it is scheduled.

Quorum for the Committee is 3.

Elected Members who are suspended from office and those granted a leave of absence under Section 55A of the *Local Government Act 1999*, are not to be counted in the total number of Members of the Council when calculating the prescribed number of Elected Members that constitutes a quorum

SPECIAL TERM 4

Clause 6 Meeting Procedures

The Committee applies Part 2 of the *Local Government (Procedures at Meetings) Regulations 2013*.