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AGENDA OF THE SPECIAL COUNCIL MEETING

To be held on Thursday 21 July 2022 at 6.00pm

This Council Meeting will be held virtually.

This meeting will be closed to the public pursuant to Section 395 of the Local Government Act 2020.

This meeting will be livestreamed and may be accessed from Councils website www.darebin.vic.gov.au.



ACKNOWLEDGEMENT OF TRADITIONAL OWNERS AND ABORIGINAL AND TORRES STRAIT ISLANDER COMMUNITIES IN DAREBIN

Darebin City Council acknowledges the Wurundjeri Woi-Wurrung people as the Traditional Owners and custodians of the land we now call Darebin and pays respect to their Elders, past, present and emerging.

Council pays respect to all other Aboriginal and Torres Strait Islander communities in Darebin.

Council recognises, and pays tribute to, the diverse culture, resilience and heritage of Aboriginal and Torres Strait Islander people.

We acknowledge the leadership of Aboriginal and Torres Strait Islander communities and the right to self-determination in the spirit of mutual understanding and respect.



English

These are the Minutes for the Council Meeting. For assistance with any of the items in the minutes, please telephone 8470 8888.

Arabic

هذه هي محاضر اجتماع المجلس. للحصول على المساعدة في أي من البنود في المحاضر، يرجى الاتصال بالهاتف 8470 8888.

Chinese

这些是市议会会议纪要。如需协助了解任何纪要项目，请致电8470 8888。

Greek

Αυτά είναι τα Πρακτικά της συνεδρίασης του Δημοτικού Συμβουλίου. Για βοήθεια με οποιαδήποτε θέματα στα πρακτικά, παρακαλείστε να καλέσετε το 8470 8888.

Hindi

ये काउंसिल की बैठक का सारांश है। सारांश के किसी भी आइटम में सहायता के लिए, कृपया 8470 8888 पर टेलीफोन करें।

Italian

Questo è il verbale della riunione del Comune. Per assistenza con qualsiasi punto del verbale, si prega di chiamare il numero 8470 8888.

Macedonian

Ова е Записникот од состанокот на Општинскиот одбор. За помош во врска со која и да било точка од записникот, ве молиме телефонирајте на 8470 8888.

Nepali

यी परिषद्को बैठकका माइन्युटहरू हुन्। माइन्युटका कुनै पनि वस्तुसम्बन्धी सहायताका लागि कृपया 8470 8888 मा कल गर्नुहोस्।

Punjabi

ਇਹ ਕੌਂਸਲ ਦੀ ਮੀਟਿੰਗ ਵਾਸਤੇ ਸੰਖੇਪ ਸਾਰਾਂਸ਼ ਹੈ। ਸੰਖੇਪ ਸਾਰਾਂਸ਼ ਵਿਚਲੀਆਂ ਕਿਸੇ ਵੀ ਆਈਟਮਾਂ ਸੰਬੰਧੀ ਸਹਾਇਤਾ ਵਾਸਤੇ, ਕਿਰਪਾ ਕਰਕੇ 8470 8888 ਨੂੰ ਟੈਲੀਫੋਨ ਕਰੋ।

Somali

Kuwaani waa qodobadii lagaga wada hadlay Fadhiga Golaha. Caawimada mid kasta oo ka mid ah qodobada laga wada hadlay, fadlan la xiriiir 8470 8888.

Spanish

Estas son las Actas de la Reunión del Concejo. Para recibir ayuda acerca de algún tema de las actas, llame al teléfono 8470 8888.

Urdu

یہ کاؤنسل کی میٹنگ کا ایجنڈا ہے۔ ایجنڈے کے کسی بھی حصے کے بارے میں مدد کے لیے براہ مہربانی 8470 8888 پر فون کریں۔

Vietnamese

Đây là những Biên bản Họp Hội đồng Thành phố. Muốn có người trợ giúp mình về bất kỳ mục nào trong biên bản họp, xin quý vị gọi điện thoại số 8470 8888.

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Agenda

Notice of Special Council Meeting

I hereby give notice that this Special Council Meeting has been called by the Mayor, Cr Lina Messina pursuant to Councils Governance Rules for 6.00 pm on Thursday 21 July 2022 for the purpose of dealing with the following item:

Appointment to the CEO Employment Matters Committee

Rachel Ollivier

Interim Chief Executive Officer
City of Darebin
20 July 2022

1. MEMBERSHIP

Cr. Lina Messina (Mayor) (Chairperson)
Cr. Trent McCarthy (Deputy Mayor)
Cr. Emily Dimitriadis
Cr. Gaetano Greco
Cr. Tom Hannan
Cr. Tim Laurence
Cr. Susanne Newton
Cr. Susan Rennie
Cr. Julie Williams

2. APOLOGIES

3. DISCLOSURES OF CONFLICTS OF INTEREST

4. NOTICE OF MEETING

Due to the urgent and extraordinary circumstances associated with the need for Council to consider this matter the Council has not fully complied with its Governance Rules specifically clause 1.1.2 (3) regarding the giving of at least 7 days public notice of this meeting.

These urgent and extraordinary circumstances relate to the importance of Council formally considering the appointment of Cr Susanne Newton to the CEO Employment Matters Committee given the impending meeting and deliberations of this Advisory Committee.

Pursuant to its Governance Rules Council has given as much notice as was practical including notification on its webpage www.darebin.vic.gov.au

Pursuant to its Governance Rules this explanation will be recorded in the minutes of this meeting.

5. CONSIDERATION OF REPORTS

5.1 APPOINTMENT TO THE CEO EMPLOYMENT MATTERS COMMITTEE

Author: General Manager, Governance and Engagement

Reviewed By: General Manager, Governance and Engagement

EXECUTIVE SUMMARY

At the Council meetings held on 14 April 2022 and 26 April 2022, appointments to the CEO Employment Matters Committee were considered. At the Council meeting on 26 April 2022, the Council resolution provided for Councillor Newton to reconsider her interest in being part of the CEO Employment Matters Committee at any point throughout the CEO recruitment process.

On 18 July 2022, Councillor Newton advised Councillors of her desire to be appointed to the Committee. This report has been prepared to fulfil the intent of Council's decision on 26 April 2022 and to provide opportunity for Councillor Newton to be appointed to the CEO Employment Matters Committee.

Officer Recommendation

That Council:

- (1) Note that Councillor Susanne Newton has reconsidered their interest in being part of the CEO Employment Matters Committee as provided for in the resolution of Council at its meeting on 26 April 2022.
 - (2) Appoints Councillor Susanne Newton to the CEO Employment Matters Committee for the duration of the recruitment of the CEO up to confirmation of appointment, taking the Committee membership to 9 Councillors and the Independent Chair.
 - (3) Make an administrative change to the CEO Employment Matters Committee Charter to reflect this appointment, in the 'composition' section that the Committee will be constituted by an independent chairperson, the Mayor and **eight** Councillors (for the duration of the recruitment of the CEO up to confirmation of appointment), and in both the 'composition' and 'meetings' sections reflect a quorum of **six** members will be necessary to transact business of the Committee.
-

BACKGROUND / KEY INFORMATION

At the Council meetings held on 14 April 2022 and 26 April 2022, appointments to the CEO Employment Matters Committee were considered. At the Council meeting on 26 April 2022, the Council resolution provided for Councillor Newton to reconsider her interest in being part of the CEO Employment Matters Committee at any point throughout the CEO recruitment process.

Previous Council Resolution

At its meeting on 26 April 2022, Council resolved that Council:

- (1) *Note that recruitment for the CEO is due to commence upon appointment of the recruitment services for CEO appointment.*
- (2) *Endorse the appointment of 8 Councillors to the CEO Employment Matters Committee (Cr's Dimitriadis, Greco, Laurence, McCarthy, Hannan, Rennie, Williams and Messina) for the duration of the recruitment of the CEO up to confirmation of appointment, acknowledging that Cr Newton indicated at the March Council meeting they she not wish to be a member of the Committee.*
- (3) *Note that further to the above composition, Council provide the opportunity for Cr. Newton to reconsider their interest in being part of the CEO Employment Matters Committee at any point throughout the process.*
- (4) *Make an administrative change to the CEO Employment Matters Committee Charter to reflect these new appointments, in the 'composition' section that the Committee will be constituted by an independent chairperson and eight Councillors, and in both the 'composition' and 'meetings' sections reflect a quorum of five members will be necessary to transact business of the Committee.*
- (5) *Appoints an independent conduct and probity advisor for the CEO Employment Matters Committee and CEO recruitment in an effort to demonstrate best practice sector leadership, to commence prior to the process for shortlisting the interim CEO and to attend and observe each meeting associated with the appointment of the interim and permanent CEO and to provide a confidential written report to the Mayor and the Chief People and Culture Officer following each meeting and a confidential report to the Council on a monthly basis throughout the process.*
- (6) *Delegates the General Manager Governance and Engagement to do all things necessary to appoint the aforementioned independent conduct and probity advisor.*
- (7) *Calls for a report to the next Council meeting to outline the framework for the recruitment of the CEO, including the functions of the CEO Employment Matters Committee, the inclusion of all Councillors throughout the process and the decisions to be made by Council.*

ALIGNMENT TO 2041 DAREBIN COMMUNITY VISION

Strategic Direction 1: Vibrant, Respectful and Connected

Strategic Direction 2: Prosperous, Liveable and Flourishing

Strategic Direction 3: Climate, Green and Sustainable

ALIGNMENT TO 2021-25 COUNCIL PLAN

Strategic Direction 4 Responsible, Transparent and Responsive

DISCUSSION

At its meeting on 26 April 2022, Council considered the composition of the CEO Employment Matters Committee. At this time Council appointed Councillors Dimitriadis, Greco, Laurence, McCarthy, Hannan, Rennie, Williams and Messina for the duration of the recruitment of the CEO up to confirmation of appointment, acknowledging that Cr Newton indicated at the March Council meeting they she not wish to be a member of the Committee.

Council resolved that Council provide the opportunity for Councillor Newton to reconsider their interest in being part of the CEO Employment Matters Committee at any point throughout the process.

Councillor Newton advised Councillors and the Committee Secretariat on 18 July 2022 that she had reconsidered her interest and requested the opportunity to be appointed to the CEO Employment Matters Committee. The recommendation to appoint Councillor Newton is in response to this interest and is consistent with the Council resolution on 26 April 2022.

Any change in composition of this Committee impacts the CEO Employment Matters Committee Charter. The current Charter requires five of the nine members to be present for quorum, with one of these required to be the Independent Chair. The appointment of Councillor Newton would increase the Committee to ten members and consequently it is proposed that the quorum increase to six members (the independent chair and five Councillors) through an administrative change to the Committee Charter.

CONSIDERATION OF LOCAL GOVERNMENT ACT (2020) PRINCIPLES

Financial Management

Overarching Governance Principles and Supporting Principles

- (i) the transparency of Council decisions, actions and information is to be ensured.

COUNCIL POLICY CONSIDERATIONS

Environmental Sustainability Considerations (including Climate Emergency)

Nil

Equity, Inclusion, Wellbeing and Human Rights Considerations:

Nil

Legal and Risk Implications

The proposed change in composition of the CEO Employment Matters Committee will bring the total membership to 10 members (Independent Chair plus 9 Councillors). This even number of members could give rise to a situation where the Committee could be tied in voting in consideration of a matter. The Committee Charter does not currently include provision for a casting vote.

Legal advice obtained in the event there is a tie in voting or on any decision to be made to provide a recommendation to Council, is that no decision is made by the Committee. In a circumstance that the Committee has a tie in voting the Committee must continue to vote to establish a majority vote, in order to put a recommendation to the Council. If it is not possible to resolve a tie in decision making, the Chair of the Committee will be required to prepare a brief report to Council to the effect that the Committee is unable to make a recommendation, and the Council will make the decision without the benefit of a recommendation from the Committee.

IMPLEMENTATION STRATEGY

Following Council's decision any required changes to the CEO Employment Matters Committee Charter will be made as outlined in the recommendation and as resolved by Council.

Related Documents

CEO Employment Matters Committee Charter

CEO Employment and Remuneration Policy

Attachments

- CEO Employment Matters Committee Charter (**Appendix A**) [↓](#) 

DISCLOSURE OF INTEREST

Section 130 of the *Local Government Act 2020* requires members of Council staff and persons engaged under contract to provide advice to Council to disclose any conflicts of interest in a matter to which the advice relates.

The Officer reviewing this report, having made enquiries with relevant members of staff, reports that no disclosable interests have been raised in relation to this report.



CEO Employment Matters Committee Charter

Purpose	An Advisory Committee appointed to assist Council in fulfilling its responsibilities relating to CEO Employment and Remuneration.
Authority	<p>The CEO Employment Matters Committee has the responsibility for recommending and advising Darebin City Council on:</p> <p>a) Contractual matters relating to the CEO or the person to act as the CEO, including, but not limited to, the following:</p> <ul style="list-style-type: none"> • Recruitment of the Chief Executive Officer ('the CEO') or the person to act as the CEO; • Remuneration and conditions of appointment of the CEO or person to act as the CEO • Extension (i.e. reappointment) of the CEO or person to act as the CEO <p>b) To conduct performance reviews of the CEO and make any recommendations to Council as a result of the review including:</p> <ul style="list-style-type: none"> • determining the Performance Plan of the CEO • monitoring the CEO's achievement of the Performance Plan; and • preparing an Annual Review Report on the CEO's performance and key terms of employment. <p>c) To perform any other prescribed functions or responsibilities stipulated under the <i>Local Government Act 2020</i> or Regulations.</p>
Composition	<ul style="list-style-type: none"> • The Committee will be constituted by an independent chairperson, the Mayor and seven (7) Councillors (<i>Cr's Dimitriadis*, Greco*, Laurence*, McCarthy, Hannan, Rennie and Williams*</i>) for the duration of the recruitment of the CEO up to confirmation of appointment. * • Following confirmation of appointment of the CEO, the Committee will be constituted by an independent chairperson, the Mayor and three Councillors (Cr's Hannan, McCarthy and Rennie). • A quorum of <i>five*</i> members will be necessary to transact business of the Committee for the duration of the recruitment of the CEO. • The Darebin City Council Governance Unit will make a recommendation to Council on the appointment of an independent chairperson. The independent chairperson appointed by Council will be a neutral person with appropriate experience. <p><i>* Amended as per resolution passed by the Council on 26 April 2022</i></p>

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<p>Chairperson</p>	<ul style="list-style-type: none"> • The independent chairperson is to be appointed for a two-year term with an option for a further two one-year term extensions by mutual consent with Council. • The independent chairperson cannot be a Councillor or member of Council staff. • The independent chairperson will provide advice to the Committee and, annually develop the draft performance criteria and performance review methodology for consideration by the Committee and Council. • The independent chairperson is entitled to vote on recommendations put before the Committee. • The independent chairperson is entitled to be remunerated for their work.
<p>Meetings</p>	<p>The CEO Employment and Remuneration Committee will meet twice yearly with authority to convene additional meetings, as circumstances require.</p> <p><u>Agenda</u></p> <ul style="list-style-type: none"> • 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. • Meeting agendas will be prepared and provided at least seventy-two (72) hours in advance to members, along with appropriate briefing materials. <p><u>Quorum</u></p> <ul style="list-style-type: none"> • A quorum of the Chair and at least <i>four</i> * 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. <p>* Amended as per resolution passed by the Council on 26 April 2022</p> <p><u>Minutes</u></p> <ul style="list-style-type: none"> • The General Manager, Governance and Engagement will take the minutes for each Committee meeting. • Minutes will be prepared and distributed to the CEO Employment and Remuneration Committee within three (3) working days of the 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.

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Attendance at Meetings	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.
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.
Responsibilities	<p>The CEO Employment and Remuneration Committee has the following functions and responsibilities:</p> <p>Recruitment and Contract commencement</p> <p>The Committee should undertake the recruitment process* adopted for the CEO and any person to act as the CEO. The Committee must make recommendations to Council on contractual matters of the:</p> <ul style="list-style-type: none"> • CEO; and • Person to act as CEO. <p>This includes making recommendations on:</p> <ul style="list-style-type: none"> • Appointment; and • Remuneration and other conditions of employment. <p><i>*It is open to Council to contract an executive recruiter to assist. If so, the Committee should oversee the appointment of that person or organisation and subsequent steps in the recruitment process.</i></p> <p>Annual Review</p> <p>The Committee must conduct a performance review of the CEO and make recommendations to Council on matters including:</p> <ul style="list-style-type: none"> • Whether the CEO meets the performance criteria in the contract; • Implement incremental remuneration increases; and • Vary performance criteria, remuneration, or other terms of conditions of the contract. <p>Note: A performance criteria for a person acting as the CEO is optional. If included in a contract, this should be reviewed by the Committee.</p> <p>Contract Expiry</p> <p>As part of a performance review of the CEO* the Committee must make recommendations on whether:</p> <ul style="list-style-type: none"> • To reappoint the CEO (6 months leading up to termination of the CEO's contract of employment). • Exercise an option to renew the contract. • Early termination of the contract where warranted.

April 2022



	<ul style="list-style-type: none"> To terminate in accordance with the contract. <p><i>*The Committee should also make recommendations on termination of an acting CEO following a performance review.</i></p>
Dispute Resolution Procedure	The CEO's employment contract should include a dispute resolution procedure, to deal with disputes arising out of the contract.
Fees	<p>Council will pay a set fee of \$1,200 per meeting to the independent chairperson. The amount of the fee has regard to the specific roles and responsibilities the chairperson will undertake.</p> <p>The Chairperson Fee:</p> <ul style="list-style-type: none"> Will be paid to the Chairperson of the CEO Employment and Remuneration Committee immediately following the scheduled Committee meetings. An agreed additional fee will be paid to the independent chairperson for every meeting attended that exceeds the required two (2) meetings in any one year. <p><i>Note: The year to year date is based on the anniversary engagement date of the independent chairperson.</i></p>
Support	<p>To facilitate the operation of the CEO Employment and Remuneration Committee, the Chief Executive Officers delegate has responsibility to provide:</p> <ul style="list-style-type: none"> Information and any necessary training for members in relation to their responsibilities under the Local Government Act 2020. Officer advice in respect of matters before the CEO Employment and Remuneration Committee. Secretariat and logistical functions to the CEO Employment and Remuneration Committee.
Records	<p>All records pertaining to the Committee's function shall be kept by the General Manager Governance and Engagement on the CEO's personnel file.</p> <p>The records may be accessed by the Chair, Mayor and CEO (current incumbent only).</p>
Key Meeting and Reporting Requirements	<ul style="list-style-type: none"> 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.

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
6. CLOSE OF MEETING

**CITY OF
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relayservice.gov.au

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