

CEO Employment Matters Committee Charter

<p>Purpose</p>	<p>An Advisory Committee appointed to assist Council in fulfilling its responsibilities relating to CEO Employment and Remuneration.</p>
<p>Authority</p>	<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>
<p>Composition</p>	<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>* Amended as per resolution passed by the Council on 26 April 2022</p>

<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.

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.

	<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.