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### AGENDA OF THE SPECIAL COUNCIL MEETING

#### To be held on Tuesday 15 June 2021 at 6.00pm

#### This Special Council Meeting will be held virtually.

The meeting will be available for the public to watch through livestreaming via Councils website <u>www.darebin.vic.gov.au</u>

### 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 selfdetermination 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 8888 8470.

#### 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 ਕੇਂਸਲ ਦੀ ਮੀਟਿੰਗ ਵਾਸਤੇ ਸੰਖੇਪ ਸਾਰਾਂਸ਼ ਹੈ। ਸੰਖੇਪ ਸਾਰਾਂਸ਼ ਵਿਚਲੀਆਂ ਕਿਸੇ ਵੀ ਆਈਟਮਾਂ ਸੰਬੰਧੀ ਸਹਾਇਤਾ ਵਾਸਤੇ, ਕਿਰਪਾ ਕਰਕੇ 8470 8888 ਨੂੰ ਟੈਲੀਫ਼ੋਨ ਕਰੋ।

#### Somali

Kuwaani waa qodobadii lagaga wada hadlay Fadhiga Golaha. Caawimada mid kasta oo ka mid ah qodobada laga wada hadlay, fadlan la xiriir 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 بر اہ مہر بانی 8888 8470 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

#### 1. MEMBERSHIP

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

#### 2. APOLOGIES

#### 3. DISCLOSURES OF CONFLICTS OF INTEREST

#### 4. CONSIDERATION OF REPORTS

4.1	CEO EMPLOYMENT MATTERS COMMITTEE CHARTER
Author:	General Manager, Governance and Engagement
Reviewed By:	General Manager, Governance and Engagement

#### **EXECUTIVE SUMMARY**

The CEO Employment Matters Committee is an Advisory Committee appointed for the purpose of assisting Council in fulfilling its responsibilities relating to CEO employment matters. Council established the CEO Employment Matters Committee at its meeting on 7 December 2020.

A meeting of the CEO Employment Matters Committee on 19 April 2021 considered a revised Charter for the CEO Employment Matters Committee to incorporate requirements of the Local Government Act 2020 and reflect the change in Committee composition.

At its meeting on 19 April 2021, the Committee recommended the revised Charter be adopted by Council with two minor changes. The Committee again reviewed to Charter at a Committee meeting on 3 June 2021 to further consider the Charter and proposed no further change to the Charter.

#### **Officer Recommendation**

That Council:

- (1) Note that the CEO Employment Matters Committee reviewed the CEO Employment Matters Committee Charter at Committee meetings held on 19 April 2021 and 3 June 2021 and recommend the revised CEO Employment Matters Committee Charter (Appendix B) for adoption by Council.
- (2) Adopt the revised CEO Employment Matters Committee Charter (**Appendix B**), as recommended by the CEO Employment Matters Committee.

#### **BACKGROUND / KEY INFORMATION**

The CEO Employment Matters Committee is an Advisory Committee appointed for the purpose of assisting Council in fulfilling its responsibilities relating to CEO employment matters. Council established the CEO Employment Matters Committee at its meeting on 7 December 2020.

Through the establishment of the Committee, the following Councillors were nominated as Committee members – Mayor Lina Messina, Deputy Mayor Gaetano Greco, Cr Emily Dimitriadis, Cr Tom Hannan, Cr Tim Laurence, Cr Trent McCarthy, Cr Susanne Newton, Cr Susan Rennie and Cr Julie Williams. The Committee is chaired by independent Chair, Mary Crooks, in accordance with the current Charter.

The appointments to the Committee made by Council increased Committee members from 4 Councillors, as reflected in the 2017 Charter to all 9 Councillors as reflected in the revised Charter.

The current Charter for the CEO Employment Matters Committee was adopted by Council on 20 March 2017 and is provided in **Appendix A**.

#### **Previous Council Resolution**

At its meeting held on 24 May 2021, Council considered a report that included the CEO Employment Matters Committee Charter in a confidential agenda item. At this meeting Council did not determine this matter and resolved to call a special Council meeting for 15 June 2021 for these matters to be further considered.

At its meeting held on 20 March 2017, Council resolved:

'That Council:

- (1) Resolves to establish an Advisory Committee called the Chief Executive Officer Employment Matters Committee consisting of an Independent Chairperson, the Mayor and three nominated Councillors.
- (2) Notes Councillor nominations to the Chief Executive Officer Employment Matters Committee should consider their availability to attend meetings between 9am – 5pm Monday to Friday.
- (3) Nominates the Mayor, Cr. Le Cerf, Cr. McCarthy, Cr. Greco and Cr. Rennie to be members of the Chief Executive Employment Matters Committee.
- (4) Notes the Chief Executive Officer Employment Matters Committee in consultation with an externally appointed Recruitment consultant will undertake the recruitment process seeking a preferred candidate to fill the role of Chief Executive Officer.
- (5) Notes the final decision on the appointment, and Contract of Employment for the preferred Chief Executive Officer will be made by all Councillors.
- (6) Adopts the Chief Executive Employment Matters Committee Charter attached as **Appendix A** to this report.
- (7) Notes the appointment of an independent chairperson to the Chief Executive Employment Matters Committee will be the subject of a future Council report.
- (8) Notes the Acting Chief Executive Officer will, under delegation and on advice from the CEO Employment Matters Committee members, formalise the engagement of the Recruitment Consultant.'

#### COMMUNICATIONS AND ENGAGEMENT

#### Consultation

There has been consultation with the independent Chair of the CEO Employment Matters Committee in the preparation of the agenda and secretariat provided for the CEO Employment Matters Committee.

#### ANALYSIS

#### Alignment to Council Plan / Council policy

Goal 6 - A well governed Council

#### **Environmental Sustainability Considerations**

There are no factors in this report which impact upon environmental sustainability.

#### Equity, Inclusion and Wellbeing Considerations

There are no factors in this report which impact on equity, inclusion and wellbeing and inclusion.

#### Cultural Considerations

There are no factors in this report which impact upon cultural considerations.

#### **Economic Development Considerations**

There are no factors in this report which impact upon economic development.

#### **Financial and Resource Implications**

There are no factors in this report which impact financial or resource considerations.

#### Legal and Risk Implications

The Local Government Act 2020 (the Act) requires that Council establish a CEO Employment Matters Committee.

#### **Operational Impacts**

The CEO Employment Matters Committee Charter outlines the purpose and role of the Committee in overseeing the employment of the CEO.

#### DISCUSSION

A meeting of the CEO Employment Matters Committee was held on 19 April 2021. At this meeting the draft CEO Employment Matters Charter was considered.

The CEO Employment Matters Committee Charter has been reviewed in accordance with the requirements of the Local Government Act 2020 and to reflect the change in composition upon its establishment by the current Council. The draft Charter was presented to the Committee for review and the following changes were recommended by the Committee:

- Change Quorum to be explicit that quorum requires the Independent Chair to be present
- Include term of the Committee to reflect alignment to the Council Term. State date of review.

These changes have been made and the draft CEO Employment Matters Committee Charter is provided in **Appendix B** for Council consideration and adoption.

A meeting of the CEO Employment Matters Committee was held on 3 June 2021. At this meeting the CEO Employment Matters Charter was considered, with particular focus on the role of the independent Chair of the Committee. No further changes to the draft Committee Charter were recommended and the Committee recommend the draft Charter to Council for adoption.

#### **OPTIONS FOR CONSIDERATION**

#### **Recommended:**

Adopt the revised CEO Employment Matters Committee Charter (the officer recommendation).

Or

#### **Not Recommended**

Retain the existing CEO Employment Matters Committee Charter, which reflects membership of 4 Councillors.

#### **IMPLEMENTATION STRATEGY**

#### Communication

Upon adoption, the CEO Employment Matters Committee Charter will be made available on the Council website and be implemented to govern Committee operations.

#### Attachments

- Existing CEO Employment Matters Committee Charter (March 2017) (Appendix A) &
- Proposed CEO Employment Matters Committee Charter (Appendix B) &

#### 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 general or material 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.

The Chief Executive Officer Sue Wilkinson has a conflict of interest in this report as she has a direct interest in this matter. Ms Wilkinson has not been a decision maker in the process.

CEO Employment Matters Committee Charter February 2017



#### **CEO Employment Matters Committee Charter**

#### 1 Purpose

(1) An Advisory Committee appointed, pursuant to the *Local Government Act 1989* to assist Council in fulfilling its responsibilities relating to CEO employment matters.

#### 2 Authority

- (1) The CEO Employment Matters committee has the responsibility for recommending and advising the Darebin City Council on:
  - a) Contractual matters relating to the CEO or the person to act as the CEO, including, but not limited to, the following;
    - The appointment of the CEO or 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
  - b) To conduct performance reviews of the CEO, and make any recommendations to Council as a result of the review.
  - c) To perform any other prescribed functions or responsibilities stipulated under the *Local Government Act* 1989 or Regulations.

#### 3 Composition

- (1) The Committee will be constituted by an independent chairperson and at least 2 Councillors. Council may appoint more than 2 Councillors on the Committee if it wishes to, however, must not appoint other persons on the Committee who are not Councillors.
- (2) A quorum of three members will be necessary to transact business of the committee.
- (3) 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.

#### 4 Chairperson

- (1) 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.
- (2) The independent chairperson cannot be a Councillor or member of Council staff.
- (3) 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.
- (4) The independent chairperson is entitled to vote on recommendations put before the Committee.

CEO Employment Matters Committee Charter February 2017

#### 5 Meetings

- (1) The CEO Employment Matters committee will meet at least four times a year, with authority to convene additional meetings, as circumstances require.
- (2) Meeting agendas will be prepared and provided at least seventy-two (72) hours in advance to members, along with appropriate briefing materials.
- (3) Minutes will be prepared and distributed to the CEO Employment Matters committee within three (3) working days of the meeting.

#### 6 Responsibilities

(1) The CEO Employment Matters committee has the following functions and responsibilities:

#### Recruitment and Contract commencement

- (a) 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:
  - CEO
  - Person to act as CEO

This includes making recommendations on:

- Appointment
- Remuneration and other conditions of employment

\*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.

#### Annual Review

- a) The Committee must conduct a performance review of the CEO and make recommendations to Council on matters including whether:
  - The CEO meets the performance criteria in the contract
  - Implement incremental remuneration increases
  - Vary performance criteria, remuneration, or other terms of conditions of the contract

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.

#### Contract Expiry

- a) As part of a performance review of the CEO\* the Committee must make recommendations on whether:
  - 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
  - To terminate in accordance with the contract

\*The Committee should also make recommendations on termination of an acting CEO following a performance review.

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CEO Employment Matters Committee Charter February 2017

#### **Dispute Resolution Procedure**

a) The CEO's employment contract should include a dispute resolution procedure, to deal with disputes arising out of the contract.

#### 7 Fees

- (1) 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.
- (2) The Chairperson Fee:
  - (a) Will be paid to the Chairperson of the CEO Employment Matters Committee immediately following the scheduled committee meetings.
  - (b) An agreed additional fee will be paid to the independent chairperson for every meeting attended that exceeds the required four (4) meetings in any one year.

Note: The year to year date is based on the anniversary engagement date of the independent chairperson.

#### 8 Support

- (1) To facilitate the operation of the CEO Employment Matters committee, the Chief Executive Officers delegate has responsibility to provide:
  - (a) Information and any necessary training for members in relation to their responsibilities under the *Local Government Act* 1989.
  - (b) Officer advice in respect of matters before the CEO Employment Matters committee.
  - (c) Secretariat and logistical support to the CEO Employment Matters committee.

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## CEO Employment Matters Committee Charter

Purpose	An Advisory Committee appointed to assist Council in fulfilling its responsibilities relating to CEO Employment Matters. The Committee wil need to be established within 6 months following the Council election, and the Charter reviewed during this period.
Authority	The CEO Employment Matters Committee has the responsibility for recommending and advising Darebin City Council on:
	a) Contractual matters relating to the CEO or the person to act as the CEO, including, but not limited to, the following:
	<ul> <li>Recruitment of the Chief Executive Officer ('the CEO') or the person to act as the CEO;</li> </ul>
	<ul> <li>Remuneration and conditions of appointment of the CEO or person to act as the CEO</li> </ul>
	• Extension (i.e. reappointment) of the CEO or person to act as the CEO
	b) To conduct performance reviews of the CEO and make any recommendations to Council as a result of the review including:
	determining the Performance Plan of the CEO
	<ul> <li>monitoring the CEO's achievement of the Performance Plan; and</li> </ul>
	<ul> <li>preparing an Annual Review Report on the CEO's performance and key terms of employment.</li> </ul>
	c) To perform any other prescribed functions or responsibilities stipulated under the <i>Local Government Act 2020</i> or Regulations.
Composition	<ul> <li>The Committee will be constituted by an independent chairperson, the Mayor and all Councillors.</li> </ul>
	A quorum requires the Independent Chair to be present (in person of remotely)
	<ul> <li>A quorum of six members will be necessary to transact business of the Committee.</li> </ul>
	<ul> <li>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.</li> </ul>
Chairperson	<ul> <li>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.</li> </ul>



	<ul> <li>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</li> </ul>
	<ul><li>methodology for consideration by the Committee and Council.</li><li>The independent chairperson is entitled to vote on recommendations put</li></ul>
	before the Committee.
	• The independent chairperson is entitled to be remunerated for their work.
Meetings	The CEO Employment Matters Committee will meet twice yearly with authority to convene additional meetings, as circumstances require.
	Agenda
	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.
	<ul> <li>Meeting agendas will be prepared and provided at least seventy-two (72) hours in advance to members, along with appropriate briefing materials.</li> </ul>
	Quorum
	<ul> <li>A quorum of the Chair and at least five other members will be necessary to transact the business of the committee.</li> </ul>
	<ul> <li>If a quorum is not present within 20 minutes of the time appointed for the commencement of the meeting, the meeting shall lapse.</li> </ul>
	<ul> <li>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.</li> </ul>
	Minutes
	<ul> <li>The General Manager, Governance and Engagement will take the minutes for each Committee meeting.</li> </ul>
	<ul> <li>Minutes will be prepared and distributed to the CEO Employment Matters Committee within three (3) working days of the meeting.</li> </ul>
	<ul> <li>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.</li> </ul>
	Minutes of each meeting will be presented at the next Council meeting.
Attendance at Meetings	A member who is unable to attend a meeting is required to provide their apology to the Chair in advance. The member will be noted as absent from the record of the meeting.
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, discussion and records are considered confidential and are as designated as such.
Responsibilities	The CEO Employment Matters Committee has the following functions and responsibilities:
	Recruitment and Contract commencement
	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:
	CEO; and
	Person to act as CEO.
	This includes making recommendations on:
	Appointment; and
	Remuneration and other conditions of employment.
	*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.
	Annual Review
	The Committee must conduct a performance review of the CEO and make recommendations to Council on matters including:
	Whether the CEO meets the performance criteria in the contract;
	<ul> <li>Implement incremental remuneration increases; and</li> </ul>
	<ul> <li>Vary performance criteria, remuneration, or other terms of conditions of the contract.</li> </ul>
	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.
	Contract Expiry
	As part of a performance review of the CEO* the Committee must make recommendations on whether:
	<ul> <li>To reappoint the CEO (6 months leading up to termination of the CEO's contract of employment).</li> </ul>
	Exercise an option to renew the contract.
	Early termination of the contract where warranted.
	To terminate in accordance with the contract.
	*The Committee should also make recommendations on termination of an acting CEO following a performance review.
Dispute Resolution Procedure	The CEO's employment contract should include a dispute resolution procedure, to deal with disputes arising out of the contract.
Fees	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.



	The Chairperson Fee:
	<ul> <li>Will be paid to the Chairperson of the CEO Employment Matters Committee immediately following the scheduled Committee meetings.</li> </ul>
	<ul> <li>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.</li> </ul>
	Note: The year to year date is based on the anniversary engagement date of the independent chairperson.
Support	To facilitate the operation of the CEO Employment Matters Committee, the Chief Executive Officers delegate has responsibility to provide:
	<ul> <li>Information and any necessary training for members in relation to their responsibilities under the Local Government Act 2020.</li> </ul>
	<ul> <li>Officer advice in respect of matters before the CEO Employment Matters Committee.</li> </ul>
	<ul> <li>Secretariat and logistical functions to the CEO Employment Matters Committee.</li> </ul>
Records	All records pertaining to the Committee's function shall be kept by the General Manager Governance and Engagement on the CEO's personnel file.
	The records may be accessed by the Chair, Mayor and CEO (current incumbent only).
Key Meeting and	Mid-year Performance Review (CEO & Committee).
Reporting	Full Year Performance Review (CEO & Committee).
Requirements	<ul> <li>Submission of the Committee's Annual Review report to the Council - to occur within 4 weeks the anniversary date of the CEO's date of commencement of employment.</li> </ul>

#### 5. CONSIDERATION OF REPORTS CONSIDERED CONFIDENTIAL

In accordance with Section 66(2) of the *Local Government Act 2020*, Council may resolve to close the meeting to members of the public to consider the items, deemed to be confidential by the Chief Executive Officer in accordance with Section 3(1) of the Act.

#### 5.1 Contractual Matter

#### CLOSE OF MEETING

#### Officer Recommendation

**That** in accordance with section 66(2) of the *Local Government Act 2020*, Council resolves to close the meeting to members of the public to consider Item 5.1 Contractual Matter which has been designated confidential by the Chief Executive Officer in accordance with Section 3(1) of the Act, as specified below:

i. Personal information, being information which if released would result in the unreasonable disclosure of information about any person or their personal affairs, as prescribed by section 3(1)(f) of the Act

#### **RE-OPENING OF MEETING**

**Officer Recommendation** 

That the meeting be re-opened to the members of the public.

#### 6. CLOSE OF MEETING

#### CITY OF DAREBIN

274 Gower Street, Preston PO Box 91, Preston, Vic 3072 T 8470 8888 F 8470 8877 E mailbox@darebin.vic.gov.au darebin.vic.gov.au 7 National Relay Service relayservice.gov.au

If you are deal, or have a hearing or speech impairment, contact us through the National Relay Service. Speak your language T 8470 8470 Italiano Soomalii श्रिम्रेप्र Македонски Español EAAqviká नेपाली أردو हिंदी थेनग्वी Tiéng Việt