

# CEO Employment Matters Committee Charter

<p><b>Purpose</b></p>	<p>The CEO Employment Matters Committee (Committee) is an Advisory Committee appointed to assist Council in fulfilling its responsibilities relating to CEO Employment and Remuneration in accordance with the CEO Employment and Remuneration Policy and the requirements of Section 45 of the <i>Local Government Act 2020</i> (The Act).</p>
<p><b>Authority</b></p>	<p>The Committee has the responsibility for assisting Council with the management of CEO Employment matters by recommending and advising Council on matters specified in the CEO Employment and Remuneration Policy, including:</p> <ul style="list-style-type: none"> <li>• Recruitment</li> <li>• Contract of employment</li> <li>• Remuneration</li> <li>• Setting annual performance objectives and measures through the CEO Performance Plan</li> <li>• Managing performance and performance reviews against the CEO Performance Plan and contractual requirements</li> <li>• Recommending professional development opportunities for the CEO</li> <li>• Health, Safety and Wellbeing</li> <li>• Other terms and conditions of employment, including any requirements prescribed in the <i>Act</i> or Regulations</li> <li>•</li> </ul>
<p><b>Composition</b></p>	<p>The Committee will be constituted as follows:</p> <ul style="list-style-type: none"> <li>• when there is a vacancy in the position of CEO and the Committee is advising Council on the recruitment and appointment process – an Independent Chair and all Councillors; and</li> <li>• at all other times – an Independent Chair, the Mayor, the Deputy Mayor and 3 Councillors appointed by Council.</li> <li>• A quorum requires the Independent Chair to be present (in person or remotely).</li> <li>• A quorum of four members will be necessary to transact business of the Committee.</li> </ul>
<p><b>Independent Chair</b></p>	<ul style="list-style-type: none"> <li>• The Independent Chair is required to have significant HR expertise relevant to the local government sector in order to provide advice to the Committee and Council, in addition to the necessary skills and experience to fulfil the responsibilities of the position.</li> <li>• Council will appoint a natural person as the Independent Chair through a merit based recruitment process that also seeks value of connection to the Darebin community. The independent chairperson cannot be a Councillor or member of Council staff and must be able to demonstrate independence to fulfil all duties associated with the work of the Committee.</li> </ul>

	<ul style="list-style-type: none"> <li>• The Manager People and Culture will manage recruitment for the Independent Chair in accordance with Council's requirements, making a recommendation to Council on the appointment or extension of the Independent Chair in consultation with Councillors.</li> <li>• The independent chair is to be appointed for a three year term with an option for a further three year term by mutual agreement with Council.</li> <li>• The Independent Chair will fulfil the responsibilities outlined in the CEO Employment and Remuneration Policy, including:             <ul style="list-style-type: none"> <li>• Scheduling of Committee meetings, preparation of Committee meeting agendas and preparation of Committee minutes</li> <li>• Chairing meetings of the Committee to ensure orderly, professional and focused consideration of matters before the Committee</li> <li>• Providing independent professional advice on matters relating to the employment and remuneration of the CEO</li> <li>• Leading, guiding and documenting the annual CEO Performance Plan.</li> <li>• Facilitating the annual and mid term review of the CEO performance against the CEO Performance Plan including the scheduling of meetings, developing the meeting agenda, ensuring the self-assessment is completed by the CEO and circulated, ensuring a Councillor survey is conducted, facilitating a collective assessment with all Councillors and preparing a Committee report to support the Committee's recommendation to Council.</li> <li>• Liaising with the CEO on the completion of the self-assessment as part of the mid term review of the CEO performance against the Performance Plan and arranging for delivery to Committee members.</li> <li>• Directing the mid term review of the CEO performance against the Performance Plan and assisting the Committee to reach a united view on its outcome.</li> <li>• Maintaining a record of all meetings of the Committee, preparing the Performance Plan and draft report to Council for a decision on the mid term review.</li> <li>• Performing other functions as required in supporting the CEO's performance reviews and performance development, providing advice on appropriate development opportunities for the CEO.</li> <li>• Providing independent advice on the CEO's Total Remuneration Package and remuneration reviews</li> <li>• Ensuring that the Committee adheres to the principles of the Policy, and any other relevant Council policy</li> <li>• Advising of any conflict of interest and ensuring the Committee are provided opportunity to declare conflicts at every meeting.</li> </ul> </li> <li>• The Independent Chair is entitled to vote on recommendations put before the Committee. There is no casting vote.</li> <li>• The Independent Chair is entitled to be remunerated in accordance with their contract between Council and the Independent Chair.</li> </ul>
<p><b>Meetings</b></p>	<p>The Committee will meet twice yearly with authority to convene additional meetings, as the circumstances require.</p> <p>The notice for a Committee meeting to be held will be extended to Councillors not appointed to the Committee.</p>

	<p>Councillors not appointed to the Committee are welcome to attend Committee meetings as observers at any time.</p> <p><u>Agenda</u></p> <ul style="list-style-type: none"> <li>• Agenda items can be submitted by Members for consideration for inclusion by the Independent Chair.</li> <li>• The structure of the Committee Agenda and documents will be determined by the Independent Chair.</li> <li>• Meeting agendas will be prepared and provided at least seventy-two (72) hours in advance to members, along with appropriate briefing materials.</li> <li>• The Committee Agenda will be made available to all Councillors.</li> </ul> <p><u>Quorum</u></p> <ul style="list-style-type: none"> <li>• A quorum of the Independent Chair and at least four other members will be necessary to transact the business of the committee.</li> <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> <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 Independent Chair be referred to the next meeting of the Committee.</li> </ul> <p><u>Voting</u></p> <p>The Independent Chair is entitled to vote on recommendations put before the Committee but does not have the ability to exercise a casting vote.</p> <p>Should the Committee vote result in a tied vote, it is incumbent on the Committee to hold successive votes on recommendations to establish a majority vote.</p> <p><u>Minutes</u></p> <ul style="list-style-type: none"> <li>• The Independent Chair will prepare the minutes for each Committee meeting.</li> <li>• Minutes will be prepared and distributed to the CEO Employment and Remuneration Committee within seven (7) working days of the meeting.</li> <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> <li>• Minutes of each meeting will be presented at the next Council meeting in accordance with the Governance Rules.</li> </ul>
<p><b>Attendance at Meetings</b></p>	<p>A member who misses two consecutive meetings without a formal apology may, at the discretion of Council, have their term revoked</p> <p>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.</p>
<p><b>Conflict of Interest</b></p>	<p>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, in accordance with Council's Governance Rules.</p>

<p><b>Confidentiality</b></p>	<p>All Committee meetings and records are considered confidential.</p>
<p><b>Responsibilities</b></p>	<p>The Committee has the following functions and responsibilities:</p> <p><b>Recruitment and Contract commencement</b></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"> <li>• CEO; and</li> <li>• Person to act as CEO.</li> </ul> <p>This includes making recommendations on:</p> <ul style="list-style-type: none"> <li>• Appointment; and</li> <li>• Remuneration and other conditions of employment.</li> </ul> <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><b>Annual Review</b></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"> <li>• Whether the CEO meets the performance criteria in the contract;</li> <li>• Implement incremental remuneration increases; and</li> <li>• Vary performance criteria, remuneration, or other terms of conditions of the contract.</li> </ul> <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><b>Contract Expiry</b></p> <p>The Committee must make recommendations on whether:</p> <ul style="list-style-type: none"> <li>• The CEO should be reappointed under a new contract of employment (this should occur within 6 months prior to the expiry of the CEO's current contract.</li> <li>• If the recommendation is to reappoint the CEO, the proposed provisions of the further contract of employment</li> <li>• Early termination of the CEO's employment and appointment is warranted, in accordance with the termination provisions of the CEO's contract of employment.</li> </ul> <p><b>Health, Safety and Wellbeing</b></p> <p>The Committee will support the oversight on the OHS obligations to the CEO as an employee and provide a reporting pathway for matters that may be necessary to escalate beyond the Mayor due to their nature or the inability to resolve.</p> <p>The Committee will be able to receive a confidential report from the CEO detailing any significant incident that compromises the CEO's health, safety or wellbeing, in accordance with the Councillor OHS Policy and the Employee OHS Policy.</p> <p>The Committee will consider:</p> <ul style="list-style-type: none"> <li>- The action required to support the CEO and mitigate Workcover risk to Council</li> </ul>

	<ul style="list-style-type: none"> <li>- Any action required to mitigate the risk</li> <li>- Consideration of any formal reporting to Council on the matter to consider an escalation which could include the lodging of a formal Councillor Complaint to the Principal Councillor Conduct Registrar.</li> </ul> <p><i>*The Committee should also make recommendations on termination of an acting CEO following a performance review.</i></p>
<b>Fees</b>	<p>Council will pay the Independent Chair a set fee, as specified in the contract between Council and the Independent Chair. The amount of the fee has regard to the specific roles and responsibilities the Independent Chair will undertake.</p> <p><i>Note: The year to year date is based on the anniversary engagement date of the independent chairperson.</i></p>
<b>Support</b>	<p>To facilitate the operation of the Committee, the Manager People and Culture has responsibility to provide:</p> <ul style="list-style-type: none"> <li>• Information and any necessary training for members in relation to their responsibilities under the Act.</li> <li>• Officer advice in respect of matters before the Committee.</li> <li>• Secretariat and logistical functions to the Committee.</li> </ul>
<b>Records</b>	<p>All records pertaining to the Committee's function shall be kept by the Manager People and Culture on the CEO's personnel file.</p> <p>The records may be accessed by the Chair, Mayor and CEO (current incumbent only).</p>
<b>Key Meeting and Reporting Requirements</b>	<ul style="list-style-type: none"> <li>• Mid-term Performance Review (CEO &amp; Committee).</li> <li>• Full Year Performance Review (CEO &amp; Committee).</li> <li>• Submission of the Committee's Annual Review report to the Council - to occur within 3 months following the end of the financial year.</li> </ul>