

CEO Employment Matters Committee Charter

<p>Purpose</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 Council's CEO Employment and Remuneration Policy (Policy) and the requirements of Section 45 of the <i>Local Government Act 2020</i> (Act).</p>
<p>Authority</p>	<p>The Committee has responsibility for assisting Council with the management of CEO employment matters by recommending and advising Council on matters specified in the Policy, including:</p> <ul style="list-style-type: none"> • recruitment; • the Contract of Employment between Council and the CEO; • remuneration; • setting annual performance objectives and measures through the CEO Performance Plan; • managing performance and performance reviews against the CEO Performance Plan and contractual requirements; • recommending professional development opportunities for the CEO; • health, safety and wellbeing; and • other terms and conditions of employment, including any requirements prescribed in the Act or relevant Regulations made under it.
<p>Composition</p>	<p>The Committee will be constituted as follows:</p> <ul style="list-style-type: none"> • 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 • at all other times, an Independent Chair, the Mayor, the Deputy Mayor and 3 Councillors appointed by Council.
<p>Role of the Independent Chair</p>	<p>The Independent Chair will fulfil the responsibilities outlined in the Policy, including:</p> <ul style="list-style-type: none"> • scheduling Committee meetings, preparation of Committee meeting agendas and preparation of Committee minutes;

- chairing meetings of the Committee to ensure orderly, professional and focused consideration of matters before the Committee;
- providing independent professional advice on matters relating to the employment and remuneration of the CEO;
- leading, guiding and documenting the annual CEO Performance Plan;
- 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;
- 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;
- 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;
- 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;
- performing other functions as required in supporting the CEO's performance reviews and performance development, providing advice on appropriate development opportunities for the CEO;
- providing independent advice on the CEO's Total Remuneration Package and remuneration reviews;
- ensuring that the Committee adheres to the principles of the Policy, and any other relevant Council policy; and
- advising of any conflict of interest and ensuring the Committee is provided opportunity to declare conflicts at every meeting.

<p>Selection of the Independent Chair</p>	<p>The Independent Chair is required to have significant human resources management 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.</p> <p>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 Chair 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.</p> <p>The Chief People Officer will manage recruitment of 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.</p> <p>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.</p> <p>The Independent Chair is entitled to be remunerated in accordance with their contract between Council and the Independent Chair.</p>
<p>Meetings</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"> • Agenda items can be submitted by Members for consideration for inclusion by the Independent Chair. • The structure of the Committee Agenda and documents will be determined by the Independent Chair. • Meeting agendas will be prepared and provided at least 72 hours in advance to Members, along with appropriate briefing materials. • The Committee Agenda will be made available to all Councillors. <p><u>Quorum</u></p> <ul style="list-style-type: none"> • A quorum of the Independent Chair and at least four 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 Independent Chair be referred to the next meeting of the Committee. <p><u>Voting</u></p>

	<ul style="list-style-type: none"> 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><u>Minutes</u></p> <ul style="list-style-type: none"> The Independent Chair will prepare the minutes for each Committee meeting. Minutes will be prepared and distributed to the CEO Employment and Remuneration Committee within seven (7) 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 recommendations of the Committee. Minutes of each meeting will be presented at the next Council meeting in accordance with Council's Governance Rules.
Attendance at Meetings	<p>A Member who misses two consecutive Committee 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 Committee meetings during the year without a formal apology may, at the discretion of Council, have their term of office revoked.</p>
Conflict of Interest	<p>If a Member has a conflict of interest relating to any item on a Committee 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>
Confidentiality	<p>All Committee meetings and records are considered confidential.</p>
Health, safety and wellbeing responsibilities	<p>The Committee will support Council's oversight of its occupational health and safety 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 which are otherwise unable to be resolved.</p> <p>The Committee will be able to receive a confidential report from the CEO detailing any significant incident that compromises their health, safety or wellbeing, in accordance with applicable policies.</p> <p>On receiving such a report, the Committee will consider:</p> <ul style="list-style-type: none"> any action required to support the CEO; any action required to mitigate relevant risks, including WorkCover risks, to Council; and any formal reporting to Council on the matter to consider escalation, which could include the lodging of a formal complaint under the Model Councillor Code of Conduct.
Fees	<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 will be determined having regard to the specific roles and responsibilities the Independent Chair will undertake.</p>

	<i>Note: The year to year date is based on the anniversary engagement date of the independent chairperson.</i>
Support	<p>To facilitate the operation of the Committee, the Chief People Officer 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 Act; • information and administrative assistance in respect to matters before the Committee, on request; and • secretariat and logistical support to the Committee.
Records	<p>All records pertaining to the Committee's function shall be kept by the Chief People Officer on the CEO's personnel file.</p> <p>The records may generally be accessed by the Independent Chair, the Mayor and the CEO (current incumbent only), but requests to access the records must be assessed by the Chief People Officer on a case by case basis.</p>
Key Meeting and Reporting Requirements	<ul style="list-style-type: none"> • Mid-term Performance Review (CEO & Committee). • Full Year Performance Review (CEO & Committee). • Submission of the Committee's Annual Review report to the Council - to occur within 3 months following the end of the financial year.