



CEO Performance Review Panel

Terms of Reference

Classification	Terms of Reference
Reference number	
Strategic reference	Goal 4 Governance and Organisational Culture
Relevant legislation	<i>Local Government Act 1999</i> and associated regulations <i>Fair Work Act 2009</i>
Relevant documents	<i>Local Government Association of SA (2022), Local Government Behavioural Management Framework</i> <i>Behavioural Management Policy</i>
Responsible officer	Coordinator Organisational Development
Date adopted	November 2023
Next review date	November 2026

1. Panel Establishment

Pursuant to Sections 41 of the *Local Government Act 1999* (the “Act”), the Council establishes the CEO Performance Review Panel (the “Panel”).

- 1.1 The Panel has no power or authority to make delegated decisions on Council’s behalf, the Panel is only established in an advisory capacity and to provide recommendations to Council.
- 1.2 The Panel does not have executive powers or authority to implement actions in areas which management has responsibility and does not have any delegated financial responsibility. The Panel does not have any management functions and is therefore independent from management.

2. Purpose

The purpose of the Panel is to:

- 2.1 ensure that sound principles of human resource management are applied to the employment of the Chief Executive Officer (CEO).
- 2.2 provide advice to Council on matters relating to the recruitment, performance and development, remuneration and conditions of employment for the CEO.

3. Membership

Membership of the Panel will be as follows:

- 3.1 Members of the CEO Performance Panel shall consist of:
 - the Mayor;
 - two (2) Elected Members appointed by Council; and
 - an independent member with relevant experience may be appointed by Council



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- 3.2 It is desirable for the Council Members appointed to the Panel to have a sound understanding of the roles and responsibilities of the Panel.
- 3.3 In considering appointments to the Panel, Council should give consideration to the diversity of the membership.
- 3.4 Appointments to the Panel will be until November 2024.
- 3.5 Members shall remain part of the Panel until they advise in writing that they wish to resign from their position or their term expires, whichever is the sooner.
- 3.6 Representatives of Council's appointed external consultant will be invited to participate at meetings on request.
- 3.7 The Council shall appoint the Chairperson of the Panel. The Chairperson's role is to
- liaise with the external consultant, Council staff or obtain legal advice, as required;
 - ensure Council Members are kept informed;
 - oversee and facilitate the conduct of meetings in accordance with Act and the *Local Government (Procedures at Meetings) Regulations 2013* (the "Regulations"); and
 - ensure all Panel members have an opportunity to participate in discussions in an open and encouraging manner.

If the Chairperson is not present at the meeting, any other Council Member appointed to the Panel shall be appointed Chairperson.

6. Quorum

A quorum of two Council Members and the independent representative (if applicable) is required for a meeting to proceed.

7. Administrative Resources

7.1 The Panel shall:

- have sufficient administrative resources to adequately carry out its functions with the support of the Coordinator Organisational Development;
- be provided with appropriate and timely training in line with Council's *Council Members Training and Development Policy*, if requested.

7.2 An external consultant and other officers may be requested to attend and support the Panel meetings by the Chairperson or Chief Executive Officer to provide advice, governance support or present information.

7.3 The Chief Executive Officer, external consultant and officers do not have a decision-making role.

9. Frequency of meetings

9.1 The Panel shall meet at appropriate times and places as determined by the Panel, with a minimum meeting of once every six months, taking into consideration contractual obligations within the CEO Employment Agreement (the "Agreement").



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- 9.2 A special meeting of the Panel may be called in accordance with the *Local Government (Procedure at Meeting) Regulations 2013*.

10. Notice of meetings

Notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed and any supporting papers will be forwarded to each member of the Panel no later than three clear days before the date of the meeting.

11. Minutes of meetings

- 13.1 The Chairperson, with support from with the Coordinator Organisational Development, shall ensure that the proceedings and resolutions of all meetings of the Panel, including recording the names of those present and in attendance and that the minutes otherwise comply with the requirements of the Regulations.
- 13.2 Minutes of Panel meetings shall be circulated within five days after a meeting to all members of the Panel and will (in accordance with legislative requirements) be available to the public.

12. Meeting Procedures

- 12.1 Meeting procedures for the Panel is as set out in the Act, Parts 1, 3 and 4 of the Regulations. To the extent that the Act, the Regulations, or these Terms of Reference do not prescribe the procedure to be observed in relation to the conduct of a meeting of the Panel, the Panel may determine its own procedure.

13. Role and Responsibilities of Panel Members

Specific roles and responsibilities of the Panel include:

- 13.1 To oversee the recruitment, and perform as a Selection Panel, in the appointment of the CEO
- 13.2 Undertake the Performance Review of the CEO, in accordance with the Agreement and applicable legislation.
- 13.3 Review the CEO's performance by reference to the Performance Criteria agreed to by the CEO and in accordance with the CEO's duties as outlined in the Job Description and the Agreement.
- 13.4 To review Job Description, and set Performance Criteria in consultation with the CEO.
- 13.5 Monitor the progress on the CEO's agreed Performance Criteria for each performance review period.
- 13.6 Identify development opportunities for the CEO.
- 13.7 Review the remuneration and conditions of employment of the CEO.
- 13.8 Make any recommendations to Council on any review of the CEO Employment Agreement.

14. Other Matters

Members of the Panel shall:



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- 14.1 Give due consideration to laws and regulations of the Act;
- 14.2 Where required to act jointly with or to obtain the concurrence of the CEO in the performance of its functions, the Council expects that both parties will negotiate and consult in good faith to achieve the necessary objectives; and
- 14.3 Impartially exercise their responsibilities in the interests of the local community;
- 14.4 Not improperly seek to confer an advantage or disadvantage on any person;
- 14.5 Treat all persons with respect and have due regard to the opinions, beliefs, rights and responsibilities of other persons;
- 14.6 Commit to regular attendance at meetings and be an active contributor to the Panel, by maintaining regular communication on matters when required;
- 14.7 Not make improper use of information acquired because of their position or release information that the member knows, or should reasonably know, is confidential information.
- 14.8 At least once in its term, review its own performance to ensure it is operating at maximum effectiveness and recommend changes it considers necessary to the Council for approval.
- 14.9 As required by section 75B and 75C of the Act comply with the conflict of interest provisions contained in Chapter 5, Part 4, Division 1, Subdivision 4 of the Act.

15. Reporting

- 15.1 The Panel shall make whatever recommendations to the Council it deems appropriate on any area within its terms of reference where, in its view, action or improvement is needed.
- 15.2 The minutes of each Panel meeting will be included in the agenda papers of the next ordinary meeting of the Council.