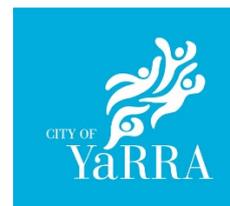


Chief Executive Officer Employment and Remuneration Committee



TERMS OF REFERENCE

Type	Advisory Committee
Purpose	To assist Council in fulfilling its responsibilities under s45 of the Local Government Act 2020 relating to Chief Executive Officer employment matters (remuneration and performance).
Objectives	<p>The Committee is an Advisory Committee only and has no executive powers, nor does it have any delegated decision making or financial authority, nor can it direct Council officers in their duties.</p> <p>The purpose of the Committee is to consider, and make recommendations to Council on matters related to the Chief Executive Officer Employment and Remuneration Policy, including:</p> <ul style="list-style-type: none"> • selection and appointment of the Independent Advisor • independent advice received from time to time from the Independent Advisor • performance monitoring of the Chief Executive Officer, including with respect to achievement of the key performance indicators • annual review of the Chief Executive Officer's performance, including against the key performance indicators • Chief Executive Officer remuneration • recruitment and appointment of a Chief Executive Officer, if required • provisions to be included in the Contract of Employment from time to time • appointment of an Acting Chief Executive Officer if there is a vacancy in the office or the Chief Executive Officer is unable to perform the duties of the office (except where the Chief Executive Officer is acting under lawful delegation to make such an appointment for a period not exceeding 28 days), and • implementation of the Chief Executive Officer Employment and Remuneration Policy. <p>The Committee may:</p> <ul style="list-style-type: none"> • request a summary report that the administration has prepared or commissioned, where such a document would assist the Committee in understanding aspects of the Chief Executive Officer's organisational leadership (for example, staff culture surveys). • commission work in relation to the Chief Executive Officer's employment, independent from the administration, and give advice on such matters to the Council. The Mayor will be required to adhere to Council's procurement policy.

Membership	<p>The Committee shall comprise:</p> <ul style="list-style-type: none"> • all Councillors • an Independent Advisor, appointed by the Council in accordance with Section 45(2)(a) of the Local Government Act 2020 (who shall be a committee member, but not entitled to vote)
Chair	<p>The Committee shall be chaired by the Mayor or, if they are absent, the Deputy Mayor.</p>
Selection Criteria	<p>All Councillors are automatically members of the Committee without need for appointment</p> <p>The suitably qualified and neutral Independent Advisor will be appointed for a two-year term on terms and conditions approved by Council. There may be an option for a further two-year term by mutual agreement between the Independent Advisor and Council. The Independent Advisor will be paid a fee commensurate with their skill and experience, as determined by Council.</p> <p>The Independent Advisor is an advisory member (no voting rights) of the Committee and provides expert employment advice to the Committee on all matters relevant to the Committee. It is reasonable for the Independent Advisor to be an active participant at meetings.</p> <p>Where there is an impending vacancy for the Independent Advisor role, or it becomes vacant, the Committee will source nominations. The Committee will consider suitable candidates and make a recommendation to Council on the appointment of the preferred candidate. The Independent Advisor will have the following key competencies:</p> <ul style="list-style-type: none"> • demonstrated human resource management experience and leadership (specifically in the areas of recruitment, benchmarking, performance management and reviews and professional development of executive level staff) • significant experience in senior roles in business and/or the public sector, and • significant experience working with boards or other governance bodies.

<p>Meeting arrangements</p>	<p>Schedule</p> <p>The Committee shall meet at least quarterly, with the meeting arrangements to be determined by the members.</p> <p>The schedule of meetings will be developed and agreed to by the Committee. Meetings will, where possible, be arranged to coincide with relevant contractual dates and Council reporting deadlines.</p> <p>Meetings are to be held at a time and place determined by the Chair.</p> <p>The annual meeting schedule will include:</p> <ul style="list-style-type: none"> • Four informal quarterly discussions after the completion of the quarterly financial and action plan reports. An opportunity for the Chief Executive Officer and Committee to informally 'check-in' and to monitor progress against key performance indicators, flag any issues that may limit or prevent achieving key performance indicators and address opportunities for improvement as required. A short (2 page) exception report will be prepared by the Chief Executive officer to support discussion. • One formal discussion after the completion of the annual financial and performance statements and the Annual Report (generally October). A report shall be prepared by the Chief Executive Officer against the adopted key performance indicators. • One formal discussion after, or in conjunction with, the annual performance review discussion to agree on the following year key performance indicators. <p>Following the formal discussions, a confidential report will be presented to Council for consideration.</p> <p>Meetings related to the recruitment, appointment and/or reappointment of a Chief Executive Officer or appointment of an acting Chief Executive Officer will be scheduled on an agreed timeline at the time. This shall allow time Council to meet for all required statutory processes, allow a Council decision within the required notice timeframe designated in the Act, or within the Chief Executive Officer's contract, and a reasonable allowance of time for Council to be adequately informed to enable them to make a decision.</p> <p>Attendance</p> <p>All Committee members are expected to attend each meeting.</p> <p>The Chief Executive Officer shall attend all meetings, except when the Committee chooses to meet without the Chief Executive Officer present.</p> <p>Attendance of non-Committee members, except secretariate/administrative support, is not permitted. Meetings are not open to the public.</p> <p>The Mayor, in consultation with the Independent Advisor and Chief Executive Officer, has the discretion to invite specialists to attend meetings as and if required.</p> <p>Quorum</p> <p>For a meeting to proceed, a majority of five Councillors (which must include the Mayor or Deputy Mayor) and the Independent Advisor must be present.</p> <p>If a quorum is not present within 15 minutes after the scheduled meeting commencement time:</p> <ul style="list-style-type: none"> • if three or more Councillors and the Independent Advisor are present, the meeting will proceed inquorate. • if sufficient persons are not present to proceed inquorate, the meeting shall be rescheduled.
------------------------------------	---

**Departures from
the Council
Committees Policy**

Where these Terms of Reference depart from the Council Committees Policy, the provisions set out in the Terms of Reference shall prevail.

Confidentiality

Meetings of the Committee are held to consider confidential information as defined at section (3) of the Local Government Act 2020 (being 'personal information', which if released would result in the unreasonable disclosure of information about any person or their personal affairs). As a result:

- The Committee is not required to give public notice of its meetings and its meetings are not open to the public
- Minutes of meetings are not available to the public and shall not be published on Council's website.
- Delegates reports will not be presented to Council.

Meeting Procedures

Meeting procedures are not prescribed.

To help guide the Committee, standard meeting protocols are summarised below:

- Commence and conclude on time;
- The duration should generally not exceed two hours;
- Be scheduled and confirmed in advance with all relevant papers distributed (as appropriate) to each member;
- Encourage fair and respectful discussion, participation and respect for each other's views;
- Focus on the relevant issues at hand;
- Provide advice to Council as far as possible on a consensus basis;
- All participants (including the Independent Advisor, the Chief Executive Officer and any external guests) shall conduct themselves in accordance with the behavioural standards set out in the Councillor Code of Conduct.

Meeting Papers

The Chair will prepare the agenda.

The Chair must arrange for meeting notes of each meeting of the committee to be kept. The Independent Adviser will assist the Mayor by taking notes of the meeting.

The meeting notes must:

- contain details of the proceedings and recommendations made;
- be clearly expressed, and
- be self-explanatory.

Draft meeting notes must be:

- submitted to the Committee Chair for confirmation within seven days of the meeting;
- distributed to all Committee Members following confirmation from the Chair and within 14 days of the meeting; and
- submitted to the next meeting of the Committee for information.

Meeting papers will contain confidential information. Disclosure of such information is a breach of section 125 of the Local Government Act 2020.

The Manager People and Culture is responsible for the preparation of the Chief Executive Officer performance plan and any other employment matters.

The Manager Governance and Integrity will be responsible for the preparation of reports and distribution of the agenda and notes.