Chief Executive Officer Employment Matters Committee Terms of Reference



Yarra City Council acknowledges the Wurundjeri Woi Wurrung people as the Traditional Owners and true sovereigns of the land now known as Yarra. We also acknowledge the significant contributions made by other Aboriginal and Torres Strait Islander people to life in Yarra. We pay our respects to Elders from all nations and to their Elders past, present and future.

Document Details

Title:	Chief Executive Officer Employment Matters Committee
Type:	Policy
Description:	A Charter to set out the roles and responsibilities of the Yarra City Council Audit and Risk Committee.
Content Manager Ref:	D25/160150
Audience:	Internal
Approval Authority:	COUNCIL
Responsible Branch:	Customer Experience, Governance & Risk
Document Owner:	Manager Customer Experience, Governance & Risk
Human Rights Compatibility	This Policy has been assessed and is compatible with the Victorian Charter of Human Rights Responsibilities
Approval Date:	13 October 2026
Review Date:	13 October 2029
Version:	3

1. Scope

The CEO Employment and Remuneration Committee oversees all employment-related matters concerning the CEO, including performance planning, reviews, remuneration recommendations, recruitment and ensuring compliance with governance requirements.

The Committee assists Council in fulfilling its responsibilities under s45 of the Local Government Act 2020 relating to Chief Executive Officer employment matters (remuneration and performance).

2. Authority

The Committee is an Advisory Committee and has no delegated decision making or financial authority, nor can it direct Council officers in their duties.

This Committee does not operate under the scope of the Council Committees Policy.

3. Purpose

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:

a) selection and appointment of the Independent Advisor

b) independent advice received from time to time from the Independent Advisor

c) performance monitoring of the Chief Executive Officer, including with respect to achievement of the key performance indicators

d) annual review of the Chief Executive Officer's performance, including against the key performance indicators

e) Chief Executive Officer remuneration

f) recruitment and appointment of a Chief Executive Officer, if required

g) provisions to be included in the Contract of Employment from time to time

h) 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

i) implementation of the Chief Executive Officer Employment and Remuneration Policy.

4. Composition

The Committee shall comprise:

a) all Councillors (all Councillors are automatically members of the Committee without need for appointment).

b) an Independent Advisor, appointed by the Council in accordance with Section 45(2)(a) of the Local Government Act 2020 (who shall be a non-voting member of the committee)

The General Manager Corporate Services and/or a senior Governance officer will attend meetings to provide secretariat/administrative support to the Committee but have no voting or participatory rights in the meeting.

5. Chair

The Committee shall be chaired by the Independent Advisor.

6. Role of the Independent Advisor

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.

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.

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 supports the Committee by providing professional expertise, independence and procedural integrity in matters of governance, rigour, fairness and documentation quality. The Independent Advisor will have the following key competencies:

- demonstrated human resource management experience and leadership (specifically in the areas of recruitment, benchmarking, organisational risk, performance management and reviews facilitation, and professional development of executive level staff)
- an understanding of the political and governance environment of local government
- significant experience in senior leadership/board roles in business and/or the public sector, and
- significant experience working with boards or other governance bodies and sound knowledge of local government sector.

7. Meeting administration

1. Schedule

The Committee shall meet in accordance with the arrangements below, with the meeting arrangements to be determined by the members.

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.

Meetings are to be held at a time and place determined by the Chair. The annual meeting schedule

will include:

a) At least four informal quarterly discussions after the completion of the quarterly financial and action plan reports. The meetings will be 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.

b) One formal discussion after the end of the financial year. A report shall be prepared by the Chief Executive Officer against the adopted key performance indicators/ performance plan.The meeting will also seek agreement with the CEO on the following years' key performance indicators.

Following the formal discussion, a confidential report will be presented to Council for consideration.

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 in accordance with an agreed timeline determined at the time. This shall allow time for Council to meet 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.

2. Attendance

All Committee members are expected to attend each meeting.

The Chief Executive Officer will attend all meetings, except where the Committee determines that the Chief Executive Officer's presence is not required e.g. general business discussions etc.

Meetings are closed to the public, and attendance is limited to Committee members and secretariat or administrative support, unless otherwise approved.

The Mayor, in consultation with the Independent Advisor and Chief Executive Officer, may invite specialist attendees as required.

3. Quorum

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.

If a quorum is not present within 15 minutes after the scheduled meeting commencement time:

a) if three or more Councillors and the Independent Advisor are present, the meeting will proceed inquorate.

b) If sufficient persons are not present to proceed inquorate, the meeting shall be rescheduled.

4. Voting

Recommendations of the Committee should as often as possible and in the first instance be by consensus.

If consensus cannot be obtained, on any matter, in the opinion of the Mayor, the matter shall be put to a vote as follows:

a) each voting member of the Committee will have one vote; and

b) voting on any matter is by show of hands or such other visible or audible means as the Mayor determines.

For a vote to be successful, it must be carried by the majority of Councillors present at the meeting. Where there is an equal number of votes for and against, the Mayor will have the casting vote.

For the purposes of the Terms of Reference, consensus means a general agreement: unanimity.

The Minutes will record non consensus on any matter and when a matter is put to the vote.

For the avoidance of doubt, the Independent Advisor is not a voting member.

5. 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:

a) The Committee is not required to give public notice of its meetings and its meetings are not open to the public

b) Minutes of meetings are not available to the public and shall not be published on Council's website.

6. Meeting Procedures

Meeting procedures are not prescribed.

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

a) Commence and conclude on time;

b) The duration should generally not exceed three hours;

c) Be scheduled and confirmed in advance with all relevant papers distributed (as appropriate) to each member;

d) Encourage fair and respectful discussion, participation and respect for each other's views;

e) Focus on the relevant issues at hand;

f) Provide advice to Council as far as possible on a consensus basis;

g) All participants (including the Independent Advisor, the Chief Executive Officer and any external guests) shall conduct themselves in accordance with the behavioral standards set out in the Model Councillor Code of Conduct.

Opening

Chair outlines purpose, process, confidentiality expectations and confirms pre-reading and agenda.

CEO Presentation - Executive Summary

CEO provides a summary report on achievements, organisational performance, challenges, critical issues and support needs.

CEO seeks to address any of the Committee comments circulated prior to the meeting. Comments from Committee that are not evidence based and respectful will be addressed by the Chair and may be rejected where they are determined inappropriate.

Feedback Exchange including Discussion of Performance Plan/KPIs; Committee and CEO

Committee provides balanced, respectful, evidence-based feedback, and CEO responds.

Discuss measurable evidence of progress, alignment with strategy and any variances.

Goal Setting for the Next Cycle

If required confirm Performance Plan/ KPIs and identify priorities aligned to strategy and capabilities.

Development Planning

Where required, identify development, coaching, capability building and support required from Council.

Meeting Close

Chair summarises meeting outcomes/achievements, improvement areas, goals, timelines and confirms next review date.

7. Meeting Papers

The Mayor will prepare the agenda in consultation with the Independent Advisor and with the support of officers.

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

The minutes must:

a) contain details of the proceedings and recommendations made;

b) be clearly expressed, and

c) be self-explanatory.

Draft minutes must be:

a) submitted to the Committee Chair for confirmation within seven days of the meeting:

b) distributed to all Committee Members following confirmation from the Chair and within 14 days of the meeting; and

c) submitted to the next meeting of the Committee for information/noting.

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

The Independent Advisor supports the Mayor and Committee with performance plan, recruiting and employment matters advice and may use the Manager of P&C for support and information as needed.

The senior governance officer will be responsible for the preparation of reports and distribution of the agenda and notes.

All documentation will be stored securely with proper version control on the Councillor portal.