



CEO Review Committee

Terms of Reference

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| Adopted by Council: 28 November 2022 (004/2022) | Review Date: November 2026 |
| Quorum wording amended 26 February 2024 (0597/2024) | |

1. Establishment

- 1.1 Pursuant to section 41 of the *Local Government Act 1999* (the Act) the Council establishes a committee to be known as the **CEO Review Committee** (“the Committee”).
- 1.2 The Committee will exist for the term of the Council or unless resolved otherwise by the Council.
- 1.3 The Committee is established as a Standing Committee within the Council’s governance framework.

2. Functions and Responsibilities

- 2.1 The Committee is established for the purpose of section 98 and 102A of the *Local Government Act 1999* to review and monitor the performance of Council’s Chief Executive Officer to assist the Council in the performance of the following functions:
 - The Committee will seek assistance from a qualified independent person who will be determined by resolution of Council to assist in the CEO performance appraisal process as provided for within the CEO Contract of Employment;
 - Develop a Performance Plan for the CEO;
 - Monitor the Key Performance Measures of the CEO against his/her contract of employment, responsibilities and performance plan and provide regular feedback;
 - Facilitate the conduct of the CEO’s annual performance and remuneration reviews (as per section 99A of the *Local Government Act 1999*);
 - Receive reports from the CEO regarding the performance of the organisation;
 - Determine, under delegated authority from Council, any amendments to the CEOs employment arrangements and incentive payments to the CEO as provided in the contract of employment.
- 2.2 The Committee will take into consideration both the risk and the opportunities of matters considered, so as to enable Council to act as an informed and responsible decision maker representing the interests of the community.



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3. Authority

- 3.1 The Committee recommends to Council, however is able to exercise delegated authority on behalf of Council to make decisions on matters relation to:
 - 3.1.1 by agreement with the CEO, appoint a qualified independent person (as defined under section 102A of the *Local Government Act 1999* to assist with the CEO performance appraisal process; and
 - 3.1.2 determine any amendments to the CEO's employment arrangements and incentive payments as provided for within the contract of employment.
- 3.2 Recommendations made by the CEO Review Committee will be referred to the next Council meeting, by way of a report to Council from the Committee, for final resolution.
- 3.3 Where the CEO Review Committee has exercised a delegated power, this will be reported to the next Council meeting for information.

4. Membership

- 4.1 The Committee comprises five (5) Elected Members including the Mayor and Deputy Mayor.
- 4.2 The Presiding Member of the Committee will be the Mayor.
- 4.3 The Deputy Presiding Member will be the Deputy Mayor.
- 4.4 Membership continues for the term of the Committee unless a member resigns from the Committee or is removed earlier by resolution of Council.
- 4.5 All members must attend meetings of the Committee and, where unable to do so, must provide an apology prior to the meeting.

5. Meetings

- 5.1 Meetings of the Committee will be held in the Council Offices at 34 Church Street, Salisbury, in the Council/ Committee Rooms. Meetings will occur quarterly or as required.
- 5.2 In the event that a meeting falls on a public holiday, the meeting will convene on the next business day in that same week.
- 5.3 In accordance with section 87 of the Local Government Act 1999 (the Act), a minimum of three clear days' notice of an ordinary meeting of the Committee will be provided to members to the Committee.
- 5.4 Public notice of meetings will be given through publication of the meeting schedule on the City of Salisbury website. A copy of the Notice of Meeting will be displayed publicly at the Council's Community Hub.



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6. Quorum

- 6.1 The quorum shall be determined by dividing the total number of Members of the Committee (excluding the Mayor if ex officio) by two (ignoring any fractions) and adding one. For example, a Committee comprising of five (5) members (excluding the Mayor in the count if ex officio), the quorum is three (3).

When the Mayor as an ex officio member is in attendance, the Mayor will be included in the count towards achieving the required quorum number.

- 6.2 Elected Members who are granted a leave of absence under Section 55A of the *Local Government Act 1999* and Elected Members who are suspended or removed from office, are not counted in the total number of Members of the Committee when calculating the number of members that constitutes a quorum.

7. Meeting Procedures

- 7.1 All meetings will be held in accordance with the Act and the Local Government (Procedures at Meetings) Regulations 2013 (the Regulations) and the City of Salisbury Code of Practice for Meeting Procedures.
- 7.2 Where the Act, the Regulations or these Terms of Reference do not prescribe the procedure to be observed in relation to the conduct of the meeting, the Committee may determine its own procedure.

8. Voting

- 8.1 All members of the Committee have equal voting rights and each member of the Committee present at a meeting will have one vote.
- 8.2 Each Member must vote on a question arising for a decision, except when a conflict of interest is declared.
- 8.3 The Presiding Member has a deliberative vote only and does not, in the event of an equality of votes, have a casting or second vote.
- 8.4 In the event of an equality of votes, the Committee has not made a decision on that item, which will then be referred to the Council for decision.

9. Minutes and Documents

- 9.1 Minutes and documents will be managed in accordance with Regulation 25 - Local Government (Procedures at Meetings) Regulations 2013.
- 9.2 Minutes will be kept of the proceedings at each Committee meeting. Members of the Council will be provided with a copy of all minutes of the proceedings of the Committee within (5) five days after a Committee meeting.
- 9.3 The minutes of the proceedings at a meeting must be submitted for confirmation at the next meeting.



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9.4 Members of the public are entitled to access all documents received at a meeting of the Committee unless it is resolved to be confidential under the Local Government Act 1999.

10. Reporting

10.1 The Committee reports directly to the Council.

10.2 Decisions made by the Committee will be referred to the next Council meeting, presented as Committee recommendations. Where the Committee has exercised its delegated authority, the Committee will report to Council on the outcomes of matters it has considered under its delegation.