

## TERMS OF REFERENCE

### CEO Review Committee

#### 1 Purpose

The CEO Review Committee (the Committee) is a Council committee established in accordance with section 82 of the *Local Government Act 2019* (the Act).

The purpose of the CEO Review Committee is to provide strategic oversight and recommendations to Council regarding the entire employment lifecycle of the Chief Executive Officer (CEO), including recruitment, performance evaluation, and succession planning.

#### 2 Objective

To ensure that the Council is led by a high-performing CEO through a transparent, merit-based recruitment process and a robust performance management framework that meets all legislative requirements of the Act, Local Government (General) Regulations 2021 (the Regulations) and Ministerial Guidelines.

#### 3 Functions

The Committee's functions include:

##### Recruitment and selection of CEO

- Review the CEO position description and recommend its endorsement by Council.
- Recommend the engagement of an external recruitment agency, where an agency has not already been engaged by Council, and oversee their progress.
- Review the proposed CEO employment contract, containing a total remuneration package (can be a range) covering cash and non-cash benefits and any limitations or entitlements over private use of council assets, and recommend its endorsement by Council.
- Carry out the functions of a selection panel, including the participation of Committee members on any interviews conducted.
- After interviews, screening and reference checks are completed, identify and recommend the preferred CEO candidate/s to Council – including an assessment of each candidate to assist Council in making the final appointment – and organise

a formal opportunity for Council to meet and evaluate the preferred candidate/s strategic leadership suitability and cultural alignment.

### **Performance of CEO**

- Conduct a formal performance review of the CEO at least once in every year of employment, and a month prior to the CEO's three-month and six-month anniversaries.
- Recommend to Council whether the CEO's probationary period has been successfully completed, should be extended, or if the appointment should be terminated in accordance with the contract of employment.
- Provide Council with an assessment of the CEO's performance, including where necessary a recommended remediation plan to address any identified performance issues.
- Appoint or re-appoint, as necessary, an independent facilitator to assist the Committee to discharge its obligations in preparing and executing performance reviews and performance plans.
- Recommend to Council an annual CEO Performance Plan for formal adoption, developed in conjunction with the CEO, including at minimum agreed performance criteria, specific and measurable key performance indicators, and professional development goals.
- Review and recommend necessary amendments to the CEO Performance Plan throughout the year, if required, to ensure it remains aligned with Council's strategic objectives.
- Invite Elected Members to provide written appraisal comments for the Committee's consideration when conducting performance reviews.

### **Remuneration and Conditions of Service of CEO**

- Undertake an annual review of the CEO's salary and conditions of employment.
- Recommend to Council any proposed changes in the CEO's salary and/or conditions of employment that the Committee thinks appropriate.
- Recommend the engagement of a facilitator to assist in the annual salary review, as required.
- Ensure compliance, on behalf of the Council, with any contractual obligations in the CEO employment contract.

### **Contract expiry or variation**

- Recommend to Council six months prior to the expiry of the CEO contract, and with regard to current legislative requirements, to:
  - Reappoint the CEO, or
  - Advertise for recruitment of the position of the CEO.
- Recommend to Council on any varying terms of a reappointed CEO's contract of employment, as required.

## **4 Authority**

The Committee does not have any delegation to make decisions. The Committee is able to put recommendations to Council for endorsement, and then may be responsible for completing the action determined by Council resolution.

The Mayor is responsible for providing any associated recommendations/reports to Council for endorsement and/or decision.

## **5 Confidentiality and use of information**

Committee members will regularly handle highly sensitive and confidential information, including personal employment history, performance appraisals, and protected psychological or medical data. All information obtained during Committee proceedings must be managed in strict accordance with the Act, Regulation 51, and the *Information Act 2002*. All agenda items that concern the employment of the CEO will be confidential business.

Committee members must ensure that confidential information is used only for the purpose for which it was obtained and is not disclosed to any person outside the Committee without a formal resolution of Council; unauthorised disclosure of confidential information may constitute an offence under the Act and a breach of the Code of Conduct. The obligation to maintain confidentiality continues indefinitely, surviving the member's term on the Committee or their tenure as an Elected Member.

## **6 Committee secretariat**

An appropriate Council Officer will be determined by the Governance Unit to provide secretariat support to the Committee to ensure that all reports, minutes and documents required by the committee are managed in compliance with legislative and regulatory requirements.

## 7 Due diligence and induction

All proposed and new members of the Committee will be entitled to receive relevant information and briefings prior to, and shortly after, their appointment.

Council will provide an induction to all new members specifically relating to the Committee's functions and Terms of Reference.

## 8 Membership

### 8.1 Committee Members

Maximum of five (5) members:

- Mayor
- Deputy Mayor
- Two (2) Councillors
- One (1) Independent Member

Independent Member means a suitably qualified and experienced professional who is not a current Elected Member or employee of Council.

### 8.2 Interview Panel Members

The CEO interview panel will comprise of all available CEO Review Committee members.

If an external recruitment agency is used, they will act as facilitator/advisor for the interview panel.

The external recruitment agency is to provide a report to the Committee detailing the outcomes of all interviews and an assessment of candidate suitability.

## 9 Terms and conditions of membership

### 9.1 Membership requirements

Membership consideration will be given to skills, personal attributes and practical experience, including:

- level of understanding of local government and the Council's operations and the environment in which it operates
- experience in executive recruitment, governance, or working at or with senior executive levels
- depth of knowledge of regulatory and legislative requirements
- high standards of integrity, impartiality, and confidentiality

- a commitment to community-focused leadership and culturally responsive engagement
- capacity to dedicate adequate time on the Committee.

## **9.2 Terms of office**

Committee member appointments will be made in line with the Appointment of Deputy Mayor and Council Committee Representatives Policy and section 82 of the Act.

### *Appointment of Elected Members*

Elected Members are appointed after a local government general election for the full duration of the Council term.

### *Appointment of the Independent Member*

The Independent Member is appointed to the Committee by Council after a local general election for the full duration of the Council term. The Independent Member is eligible for direct re-appointment at the start of a new term of Council, pending endorsement by the new Council.

When seeking to appoint a new Independent Member, an Expression of Interest will be run by Council Officers. A written report on the selection process, detailing the qualifications and experience of all eligible external applicants will be provided to Council, with a recommendation for appointment.

Membership of the Committee ceases either:

- upon completion of the term
- where the Independent Member appointment is terminated by resolution of Council
- where the Independent Member resigns from the committee
- at any time if the person no longer holds office by virtue of which the person became a member
- where Council, by resolution, abolishes the Committee.

## **10 Meetings**

### **10.1 Attendance**

Should a member be unable to attend a Committee meeting, an apology shall be provided to the Chair prior to the scheduled meeting time.

## **10.2 Chair**

Should the Chair not be available to attend a meeting, the members present shall elect another member to chair the meeting. The Chair must exercise, in the event of an equal number of votes, a second or casting vote.

## **10.3 Quorum**

As per section 98 of the *Local Government Act 2019*, quorum is achieved by attendance of over 50% of the appointed members.

## **10.4 Postponement of meeting**

If quorum is not present within 30 minutes of the start time the meeting may be postponed in accordance with section 100 of the *Local Government Act 2019*.

## **10.5 Voting**

A majority vote of the members present at a meeting is required to carry a motion. All such motions constitute a recommendation to the Council and do not constitute a final decision of Council.

## **10.6 Frequency**

The committee will meet as required to perform the functions of the committee.

## **10.7 Notice**

A notice convening a meeting is to be in writing and include the date, time, and place of the meeting, and agenda for the meeting.

## **10.8 Minutes**

Minutes of the meeting are kept in compliance with section 101 of the Act, and will be taken by a Council Officer secretariat.

Minutes of meetings will record the formal recommendations of the Committee only, and will not include records of deliberations or individual member discussions.

The Chair is responsible for reviewing the draft minutes.

## **10.9 Remuneration**

Elected Members are eligible for Extra Meeting Allowance as per Council policy and the Northern Territory of Australia Remuneration Tribunal's Determination of Allowances for Members of Local Councils.

The Independent Member is eligible for remuneration per meeting at the 'Daily rate' for Class C1 (Advisory and Review Bodies – Critical issues) of the "NTG statutory bodies classified for remuneration purposes" as per *Assembly Members and Statutory Officers*

*(Remuneration and Other Entitlements) Act 2006*. Payment at the daily rate (four hours or more) will apply to account for meeting preparation and the meeting itself. The Independent Member will receive reimbursement of all reasonable expenses in relation to travel to attend meetings if required by the committee.

## **11 Evaluation and Review**

### **11.1 Terms of reference**

The Terms of Reference is to be reviewed and approved by council resolution by each new Council within the first six months of its term.

## **12 Responsible Unit**

Governance Unit

## **13 Reporting to**

Council