

THE CITY OF
GREATER GEELONG

CHIEF EXECUTIVE OFFICER EMPLOYMENT AND REMUNERATION COMMITTEE



TERMS OF REFERENCE

Version:	1
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Responsible officer:	Chief People Officer
Authorising officer:	Executive Director Corporate Services

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Terms of Reference

1. SCOPE

- 1.1 The purpose of the Committee is to guide and make recommendations to Council about:
 - 1.1.1 the selection and appointment of the Independent Member;
 - 1.1.2 independent advice received from time to time from the Independent Member;
 - 1.1.3 performance monitoring of the CEO, including with respect to achievement of the KPIs;
 - 1.1.4 annual review of the CEO's performance, including against the KPIs;
 - 1.1.5 the CEO's remuneration;
 - 1.1.6 the recruitment and appointment of a CEO, if required;
 - 1.1.7 provisions to be included in the Contract of Employment from time to time;
 - 1.1.8 the appointment of an Acting CEO; and
 - 1.1.9 implementation of the Policy.

2. DATE OF COMMENCEMENT

- 2.1 These Terms commence operation on 1 May 2024.

3. DEFINITIONS

- 3.1 In these Terms, unless the context suggests otherwise, the following words and phrases mean:
 - 3.1.1 **Act** means the *Local Government Act 2020*.
 - 3.1.2 **Acting CEO** means the person appointed by Council in accordance with s 44(4) of the Act to act in the position of CEO.
 - 3.1.3 **Agreement** means the consultancy agreement entered into between Council and the Independent Member.
 - 3.1.4 **Chair** means the Chairperson of a Meeting and includes an acting, temporary and/or substitute Chairperson.
 - 3.1.5 **Chief Executive Officer** or **CEO** means the Chief Executive Officer of Council.
 - 3.1.6 **Committee** means the CEO Employment and Remuneration Committee established under Council's CEO Employment and Remuneration Policy.
 - 3.1.7 **Contract of Employment** means the contract of employment between Council and the CEO, including any schedules.
 - 3.1.8 **Council** means the City of Greater Geelong.
 - 3.1.9 **Council meeting** has the same meaning as in the Act.
 - 3.1.10 **Councillors** means the individuals holding the office of a member of Council.

- 3.1.11 **Deputy Mayor** means the Deputy Mayor of Council.
- 3.1.12 **Independent Member** means the external professional appointed by Council to provide independent advice in accordance with s 45(2)(a) of the Act (as replaced from time to time).
- 3.1.13 **KPIs** means Key Performance Indicators or performance criteria however described.
- 3.1.14 **Mayor** means the Mayor of Council.
- 3.1.15 **Policy** means the Chief Executive Officer Employment and Remuneration Policy adopted by council under s 45 of the Act from time to time.
- 3.1.16 **Resolution** means a Resolution of Council made at a properly constituted Council meeting.
- 3.1.17 **Total Remuneration Package** means the total gross remuneration package paid to the CEO pursuant to the Contract of Employment.

4. AUTHORITY

- 4.1 The Committee is an advisory committee and does not have the delegated authority of Council. Its role is to make recommendations to Council regarding the employment of its CEO.

5. COMPOSITION

- 5.1 The Committee will comprise of:
 - 5.1.1 the Mayor;
 - 5.1.2 the Deputy Mayor;
 - 5.1.3 up to 4 other Councillors, as determined by Council from time to time; and
 - 5.1.4 the Independent Member.
- 5.2 The Committee is to be chaired by:
 - 5.2.1 the Independent Member; or
 - 5.2.2 if the Independent Member is absent, the Mayor; or
 - 5.2.3 if the Mayor is absent, the Deputy Mayor.

6. ROLE OF THE INDEPENDENT MEMBER

- 6.1 Without limiting the role and duties of the Independent Member, the Independent Member is required to:
 - 6.1.1 attend all Committee meetings, at the times, dates and places as the Committee may determine;
 - 6.1.2 chair all Committee meetings, and carry out the duties and exercise the discretions conferred on the Chair in accordance with any rules or procedures adopted by the Committee from time to time;

- 6.1.3 actively participate in the Committee's mid-year and annual review of the CEO's performance plan;
- 6.1.4 actively participate in the deliberations and recommendations of the Committee; and
- 6.1.5 oversee the preparation of documentation relevant to the Committee and the CEO's employment and remuneration including Committee minutes and reports to the Council on the CEO's performance and remuneration reviews.
- 6.1.6 do all things reasonably required to ensure that the Committee discharges its role and complies with the Policy and the Act.

7. SELECTION OF THE INDEPENDENT MEMBER

- 7.1 The Independent Member will be appointed by Council by Resolution.
- 7.2 The Independent Member will be appointed for a 3-year term and can be reappointed by a Resolution.
- 7.3 The Independent Member must:
 - 7.3.1 not be a Councillor;
 - 7.3.2 not be a member of Council staff; and
 - 7.3.3 be suitably qualified to advise the Committee on matters concerning the CEO's performance.
- 7.4 The Independent Member will have the following key competencies:
 - 7.4.1 demonstrated knowledge of local government and the capacity to advise the Council on all aspects of the Policy.
 - 7.4.2 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);
 - 7.4.3 experience in senior roles in business and/or the public sector; and
 - 7.4.4 experience working with boards or other governance bodies.
- 7.5 When there is an impending vacancy in the role of the Independent Member, or the role becomes vacant, Council will source nominations for an appropriate candidate for the role of Independent Member.
- 7.6 All Committee members other than the current Independent Member will consider nominations received and make a recommendation to Council on the appointment of a preferred candidate.

8. REMUNERATION OF THE INDEPENDENT MEMBER

- 8.1 The Independent Member will be remunerated in accordance with the Agreement.
- 8.2 The Independent Member will be reimbursed for any transport costs incurred in attending and participating in Committee meetings and related activities in accordance with the Agreement.

9. QUORUM

9.1 A majority of the Committee Members constitutes a quorum.

10. FREQUENCY OF MEETINGS

10.1 The Committee is to hold meetings as often as is necessary to:

10.1.1 prepare documentation relevant to the CEO's employment and remuneration, including Council reports and contract documents, for the approval of Council;

10.1.2 conduct and maintain appropriate records regarding performance reviews of the CEO; and

10.1.3 review the Total Remuneration Package and conditions of employment of the CEO, provided that the Committee meets at least twice in each year, as determined by Council.

10.2 Council will fix a schedule of meetings for the Committee at the outset of each Financial Year.

10.3 In addition to the minimum number of meetings set out in clause 10.1, additional Committee meetings may be called by:

10.3.1 Council;

10.3.2 the Committee; or

10.3.3 the Independent Member,

10.4 as and when required.

11. REPORTING

11.1 The business of the Committee shall be recorded in proper minutes.

11.2 The Committee will provide a report to the next available Council meeting following each Committee meeting describing its activities and making recommendations about any action to be taken by Council.

11.3 All meetings and records of the Committee will remain confidential unless Council determines otherwise.

12. REVIEW

12.1 These Terms of Reference may be reviewed at any time by the Committee or Council.

12.2 Changes to these Terms of Reference can only be made by Resolution.