

KANGAROO ISLAND COUNCIL CEO PERFORMANCE REVIEW COMMITTEE

TERMS OF REFERENCE



1. ESTABLISHMENT

- 1.1. The CEO Performance Review Committee of Council is established under Section 41 of the *Local Government Act 1999* (the Act).

2. PURPOSE

- 2.1 The Committee's primary purpose, in conjunction with the CEO, is to establish relevant performance objectives for the CEO and for the Committee to undertake the annual formal review of the performance of the CEO against that performance criteria, including as set out within the CEO Employment Agreement.
- 2.2 The Committee's secondary purpose is, upon the completion of the performance review process, to undertake an annual review of the CEO's remuneration in accordance with the Employment Agreement.

3. DELEGATED POWERS

- 3.1 The Committee has no power or authority to make delegated decisions on Council's behalf – the Committee is an advisory Committee.

4. ROLE AND RESPONSIBILITIES

- 4.1 To provide advice to Council on the CEO's performance and development, including the following matters:
 - 4.1.1 Determining performance targets for the forthcoming 12 month performance period.
 - 4.1.2 Monitoring the progress on the CEO's agreed performance targets for the current 12 month performance period.
 - 4.1.3 Reviewing the CEO's performance over the preceding 12 month performance period, in particular the performance against the agreed performance targets, Employment Agreement and position description requirements.
 - 4.1.4 Identifying development opportunities for the CEO.
 - 4.1.5 Reviewing the remuneration and conditions of employment of the CEO in accordance with Section 99A of the Local Government Act 1999, with respect to new appointments or renegotiated contracts
 - 4.1.6 Making any recommendations to Council on any review of the CEO Employment Agreement.
- 4.2 In undertaking the Role, the Committee will appoint a qualified independent organisation / person to assist with the conduct the performance reviews of the CEO for consideration of the Committee in accordance with Section 102A(3) of the Local Government Act 1999

5. OTHER MATTERS

The Committee shall:

- 5.1 Have access to reasonable resources in order to carry out its duties, recognising the constraints within Council's Budget.
- 5.2 Be provided with appropriate and timely training, both in the form of an induction program for new members and on an ongoing basis for all members.
- 5.3 Give due consideration to laws and regulations of the Local Government Act.
- 5.4 Where the Committee is required to act jointly with or to obtain the concurrence of the CEO in the performance of its functions, the Council expects that both parties will negotiate and consult in good faith to achieve the necessary objectives.

6. MEMBERSHIP

- 6.1 The Membership of the Committee will be as appointed by resolution of the Council.
- 6.2 In considering appointments to the Committee, Council should give consideration to the diversity of the membership.
- 6.3 Appointments to the Committee shall be for the term of Council.
- 6.4 Members of the Committee are eligible for reappointment at the expiration of their term of office.

7. SITTING FEES

- 7.1 If an independent member is appointed, a sitting fee is to be determined by Council for attendance at meetings and authorised training sessions.

8. PRESIDING MEMBER

- 8.1 The Council will appoint the Presiding Member of the Committee.
- 8.2 If the Presiding Member of the Committee is absent from a meeting, then a member of the Committee chosen from those present will preside at the meeting until the Presiding Member is present.
- 8.3 The role of the Presiding Member includes:
 - 8.3.1 overseeing and facilitating the conduct of meetings in accordance with Local Government Act; and the Local Government (Procedures at Meetings) Regulations 2013 (the Regulations).
 - 8.3.2 Ensuring all Committee members have an opportunity to participate in discussions in an open and encouraging manner.

9. REPORTING RESPONSIBILITIES

- 9.1 The minutes of each Committee meeting will be included in the agenda papers of the next ordinary meeting of the Council.
- 9.2 The Committee shall make whatever recommendations to the Council it deems appropriate on any area within its terms of reference where in its view action or improvement is needed.

10. MEETING PROCEDURE

- 10.1 Meeting procedure for the Committee is as set out in the Local Government Act and Local Government (Procedures at Meetings) Regulations.
- 10.2 A quorum for the Committee shall constitute half the membership, ignoring any fraction from the division, plus one (1).

- 10.3 All decisions of the Committee shall be made on the basis of a majority decision of the members present.

11. FREQUENCY OF MEETINGS

- 11.1 The Committee must meet at least once in each year that the Chief Executive Officer holds office as Chief Executive Officer
- 11.2 If relevant, before reappointment of the Chief Executive Officer.
- 11.3 The Committee shall meet at appropriate times and places as determined by the Committee. A special meeting of the Committee may be called in accordance with the Local Government Act.

12. NOTICE OF MEETINGS

Notice of the meetings of the Committee will be given in accordance with the Local Government Act:

- 12.1 To members of the Committee by email or as otherwise agreed by Committee members.
- 12.2 3 clear days before the date of the meeting.
- 12.3 A minimum of four (4) hours' notice shall be given for any Special Meetings of the Committee.
- 12.4 To the public as soon as practicable after the time that notice of the meeting is given to members by causing a copy of the notice to be displayed at the Council's offices and on the Council's website.

13. PUBLIC ACCESS TO MEETINGS & DOCUMENTS

- 13.1 Members of the public are able to attend all meetings of the Committee, unless prohibited by resolution of the Committee under the confidentiality provisions of the Local Government Act.
- 13.2 Members of the public have access to all documents relating to the Committee unless prohibited by resolution of the Committee under the confidentiality provisions of the Local Government Act.

14. MINUTES OF MEETINGS

Minutes shall be kept of all meetings of the Committee:

- 14.1 Each member shall receive a copy of the minutes within five (5) days of the meeting of the Committee.
- 14.2 The minutes shall be confirmed at the next regular meeting with or without amendments.
- 14.3 One (1) copy of all minutes shall be supplied to the Council before its next meeting following that of the Committee.
- 14.4 A copy of the minutes shall be placed on the Council website within five (5) days of the meeting of the Committee.

15. CONDUCT AND DISCLOSURE OF INTERESTS

- 15.1 Members of the Committee must comply with the conflict of interest provisions of the Local Government Act.
- 15.2 Members of the Committee must comply with the Code of Conduct for Council Members and Chapter 5 Part 4 of the Local Government Act relating to Conduct and Disclosure of Interests.

16. SECRETARIAL SUPPORT

- 16.1 The Council will provide a Secretariat for the purposes of co-ordination and preparation of agendas and reports for and minutes of Committee meetings and as a point of contact for all Committee members.

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