

CEO Employment and Remuneration Committee Terms of Reference

Date adopted	24 March 2025
Adopted by	Council
Review due	December 2028
Responsible officer	Head of Governance
Records reference	11102852

1. Purpose

The CEO Employment and Remuneration Committee (the Committee) has been established to provide advice and recommendations to Council on all matters related to the employment of the CEO as set out in the Council's CEO Employment and Remuneration Policy, including but not limited to:

- selection and appointment of the Independent Advisor;
- independent advice received from time to time from the Independent Advisor;
- performance monitoring of the CEO, including with respect to achievement of the KPIs;
- annual review of the CEO's performance, including against the KPIs;
- CEO's remuneration;
- recruitment and appointment of a CEO, if required;
- provisions to be included in the Contract of Employment from time to time;
- appointment of an Acting CEO, if required; and
- implementation of the CEO Employment and Remuneration Policy.

2. Membership

Membership of the Committee comprises of four Councillors and an independent advisor.

Membership of the Committee will include:

- a. Four (4) Councillors
- b. One independent advisor
- c. The sponsoring Member of the Executive Leadership Team.

Position/ Panel Member Type	No. of Positions	Type of Appointment	Term
Chair (Mayor)	1	Appointed	Ongoing
Councillors	4	Appointed	Ongoing
Sponsoring Member Head of Governance	1	Ex-officio	Ongoing
Independent Advisor	1	Appointed	2 years

2.1. Chair

- a. The Mayor is the designated Chair for the Committee.
- b. In the absence of the Mayor, the Deputy Mayor will be the Chair of the Committee.
- c. The Chair is responsible for fostering a collaborative approach to discussions held throughout the meeting.
- d. The Chair shall not permit any motion, question, or statement that is derogatory or defamatory toward any Councillor, Committee Member or Council staff member.
- e. The Chair has the responsibility to maintain order by addressing any individual who is disruptive or unruly during a meeting.

2.2. Attendance and Quorum

- a. Members who are unable to attend a meeting should submit their apologies to the Committee Chair.
- b. If a member anticipates being absent for three or more consecutive meetings, they should request a leave of absence.
- c. Leave of absence requests must be submitted to the Committee Chair and will be presented to the Committee for a decision.
- d. The Committee shall not unreasonably deny a leave of absence request.

- e. A quorum must be achieved for a meeting to commence. A quorum is at least 50% of each member category present, as detailed in the following table:

Total Members in a Category	Minimum Required for Quorum
4 Councillors	2 must be present
Independent Advisor	Must be present

3. Meeting Guidelines

- a. Meetings will be held biannually, or as required.
- b. Meetings will be limited to a duration of 2 hours.
- c. Meetings may be conducted in person and/or online.
- d. The Committee will operate in an advisory capacity to Council. While the Council values the Committee's contributions and input, it is not a decision-making body. Council considers information from a broad range of stakeholders before making decisions.
- e. The Committee does not have the authority to direct Council Officers in their duties.
- f. Committee members shall not publicly comment on behalf of the group or advocate for the interests of individual organisations. The Chair may make public comments, in line with Council's Media Policy.
- g. Council will provide the necessary support for the Committee's effective functioning, including maintaining member contact details, preparing and distributing agendas, minutes, and pre-meeting materials.

4. Agendas and Minutes

A standardised agenda template and minutes template must be used for all Committee meetings. These templates will be provided by Governance to ensure consistency and accuracy in meeting documentation.

The Head of Governance is responsible for preparing agendas and recording minutes. Agendas and minutes must be distributed to Committee members in a timely manner.

Minutes are presented to Council for receiving and to consider adopting any recommendations made by the committees. The dedicated Independent Advisor must ensure accuracy of minutes prior to presentation to Council.

5. Conflicts of Interest

Committee members are required to disclose any Conflict of Interest in accordance with the *Local Government Act 2020*. If a Committee Member has a general conflict of interest (as defined in *Section 127 of the Act*) or a material conflict of interest (as defined in *Section 128 of the Act*) regarding an item under discussion, they must disclose it to the Chair.

If a Conflict of Interest arises, the member must take the following steps:

- a. Formally declare the conflict to the Chair and clearly outline the nature of their interest before the matter is discussed at the meeting.
- b. Leave the room or online meeting and refrain from participating in any discussion or decision making related to the matter.
- c. The disclosure and the actions taken must be recorded in the meeting minutes to ensure transparency and accountability.

Should the Mayor declare a Conflict of Interest, the Deputy Mayor will assume the Chair for that item.

6. Confidentiality and Privacy

Any information discussed, received, used, or created by the Committee should be treated as confidential. Committee members must not disclose any information they know or should reasonably know is confidential, in accordance with *Section 125* of the *Local Government Act 2020*.

Members are also prohibited from disclosing, recording, retaining, or reproducing confidential information in any form.

If the meeting is held online, or in a hybrid format (both online and in person), the Chair must seek confirmation from online attendees that they are joining from a confidential space where no one, other than them, can see or hear proceedings of the meeting.

7. Review

The Terms of Reference will be reviewed at the commencement of each Council term to ensure they remain relevant, effective, and aligned with the needs of the Committee and stakeholders. Council may also review and amend the Terms of Reference as necessary to reflect changing circumstances.

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