

# City of Adelaide

## Chief Executive Officer Performance Review Panel Terms of Reference

### As Adopted 14 March 2023

#### 1. Preamble

- 1.1. The Chief Executive Officer Performance Review Panel (Review Panel) is established under section 41 of the *Local Government Act (SA) 1999* (the Act).
- 1.2. The Review Panel may be wound up at any time by resolution of the Council, noting the requirements under the CEO's employment contract.
- 1.3. The Committee is formed under Section 41 of the Local Government Act 1999 (SA) (the Act) to advise and determine matters relating to CEO performance as delegated by Council and contained within these Terms of Reference.

#### 2. Purpose and Functions of the Committee

- 2.1. The CEO Performance Review Panel will determine the appropriate performance review process against which the CEO's performance will be assessed.

##### ***Performance Development and Support***

- 2.2. To meet with the CEO, at least annually, to discuss progress on Key Performance Indicators and to understand the context in which the CEO's performance is being achieved, including organisational issues or external factors that are impacting the CEO's performance and/or how the performance of Council is impacting on organisational performance.
- 2.3. To obtain and consider the independent advice of a qualified person<sup>1</sup> to provide information about the performance of the CEO in relation to the Key Performance Indicators and other comparable CEO performances and position responsibilities.
- 2.4. To obtain and consider the independent advice of a qualified person who may conduct a process that seeks the review of relevant staff, Council Members, or key stakeholders to inform the review of CEO performance.
- 2.5. To consider the independent advice of a qualified person when considering assistance and/or professional development activities to support the CEO to be successful in their position and in the achievement of Key Performance Indicators, including the provision of any resources required to access these.
- 2.6. Any independent advisor engaged by the Committee should be done with agreement by the CEO.

##### ***Total Employment Cost Package Review***

- 2.7. Review of the CEO's Total Employment Cost (TEC) Package will be undertaken annually in conjunction with the performance review process.
- 2.8. The Committee will provide to Council the results of the performance review and any other information relevant to inform the TEC Package review for a Council decision<sup>2</sup>.

#### 3. Reporting

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<sup>1</sup> The Local Government Act defines a qualified independent person as a person who is: (a) not a member or employee of the council, and (b) determined by the council to have appropriate qualifications or experience in human resource management.

<sup>2</sup> Section 99A- Remuneration of chief executive officer of the *Local Government Act 1999* does not apply to a CEO contracted before September 2021 for the term of their engagement.

- 3.1. The Review Panel reports directly to Council. This is by way of reports and recommendations documented as minutes of the Committee meeting.
- 3.2. A final report on the assessment of the CEO is to be forwarded to the Council for consideration.

#### **4. Delegations**

- 4.1. Appoint an independent advisor to assist in the CEO performance appraisal
- 4.2. To appoint independent members to the Review Committee.
- 4.3. To establish Key Performance Indicators for the CEO.
- 4.4. To determine the performance review process for the CEO
- 4.5. To undertake the performance review of the CEO.
- 4.6. To provide advice and support regarding the CEO's performance development.
- 4.7. Prepare and provide advice to Council to inform the CEO's Total Employment Cost Package review for decision by Council.
- 4.8. Authority to determine a schedule of meetings to be held in the Colonel Light Room, Town Hall, Adelaide.

#### **5. Membership**

- 5.1. The membership of the Review Panel is comprised of five members
  - 5.1.1. The Lord Mayor
  - 5.1.2. The Deputy Lord Mayor
  - 5.1.3. Council Member
  - 5.1.4. Two Independent Members
    - 5.1.4.1. one of whom will have substantial appropriate qualifications and experience in human resources management
    - 5.1.4.2. one of whom will have substantial local government experience.
- 5.2. The required quorum shall be half plus one of the total members appointed to the CEO Performance Review Panel. A quorum must be present within 30 minutes of the scheduled start time for the meeting to proceed.
- 5.3. Independent Member must be present for the meeting to commence.
- 5.4. If the event that an independent member has not been appointed 5.3 will not apply.
- 5.5. Council has determined that independent members' sitting fees are \$500 per meeting.
- 5.6. Members must notify the Chair of non-attendance of a meeting.
- 5.7. Members of the Review Panel may be removed from the Committee by Council resolution at any time.
- 5.8. Section 41 Committees are dissolved at the end of each Council term.

#### **6. Presiding Member (Committee Chair)**

- 6.1. The Presiding Member will be the Lord Mayor, and the Deputy Presiding Member will be the Deputy Lord Mayor (to be known as the Chair and Deputy Chair).
- 6.2. If the Chair is absent from a meeting, the Deputy Chair will preside. If both the Chair and the Deputy Chair are absent from a meeting, then a committee member chosen from those present will preside at the meeting until the Chair or Deputy Chair is present
- 6.3. Oversee the orderly conduct of meetings in accordance with the Act and the City of Adelaide Standing Orders.
- 6.4. Ensure that the Guiding Principles at Regulation 4 are observed and that all Committee members have an opportunity to participate in discussions openly and responsibly; and

- 6.5. Ensure that when a matter has been debated significantly, and no new information is being discussed, call the meeting to order and move the debate towards finalisation.
- 6.6. The Chair is not excluded from the debate and may add to the debate nearing its end (so as not to 'lead from the Chair').
- 6.7. The Chair has a deliberative vote and does not have a casting vote.

**7. Meeting details**

- 7.1. The Committee is delegated to determine a schedule of meetings to be held in the Colonel Light Room, Town Hall, Adelaide.
- 7.2. Where the schedule of meetings has not been determined, the COO is authorised to call a meeting after liaison with the Presiding Member and CEO.
- 7.3. The COO is authorised to vary the meeting schedule (including the commencement time, meeting place, date or cancellation of a meeting) after liaison with the Presiding Member and CEO.
- 7.4. The COO shall provide sufficient administrative resources to the Review Panel to enable it to carry out its functions adequately.

**8. Meeting procedures**

- 8.1. Meetings of the Review Panel will be held in accordance with:
- 8.2. [Local Government Act \(SA\) 1999](#)
- 8.3. Parts 1, 2 and 4 [Local Government \(Procedures at Meetings\) Regulations 2013](#)
- 8.4. [City of Adelaide Standing Orders](#)
- 8.5. Where these guiding documents are silent, the Review Panel will consider and determine its meeting practice, processes, and procedures within the parameters of the Act.
- 8.6. The format of the Review Panel should be less structural and formal than a Council meeting. This will then allow more time for a full discussion on the issues being considered by the Review Panel.
- 8.7. Regulation 20 is to be adopted, i.e. short-term suspension of proceedings be enacted (where appropriate) to allow more time for a full discussion on the issues being considered.

**9. Conduct and Interests of Committee Members**

- 9.1. All members of the Review Panel must comply with chapter 5, part 4 of the Act relating to Conduct and Disclosure of Interests.

**10. Revision History – 2022-2026 Term of Office**

In Response to:	Revision to Review Panel Terms of Reference

