

7.11 Terms of Reference for CEO Employment and Remuneration Advisory Committee

Executive Summary

Purpose

This report seeks Council's endorsement of the Terms of Reference for the CEO Employment and Remuneration Advisory Committee (**Attachment 1**)

Background

The *Local Government Act 2020* (**the Act**) requires Councils to develop, adopt and keep in force a CEO Employment and Remuneration Policy (**Policy**).

Council adopted its first Policy on 13 December 2021. The Policy required the establishment of a CEO Employment and Remuneration Committee (**Committee**) to consider and make recommendations to Council on CEO employment related matters.

Until recently, this Committee operated as a Delegated Committee. At the Council Meeting on 18 December 2023, Council adopted an amended CEO Employment and Remuneration Policy (**Attachment 2**). A key change to the Policy was for the Committee to become an advisory committee rather than a delegated committee. In doing so, Council revoked the associated Instrument of Delegation for the Delegated Committee.

Key Issues

The CEO Employment and Remuneration Committee provides recommendations to Council on CEO employment matters as required under section 45 of the Act and within Council's CEO Employment and Remuneration Policy.

As the Committee is now an advisory committee, it requires terms of reference. These terms of reference articulate the scope, purpose, composition and meeting procedure of the Committee.

Officers developed a draft Terms of Reference for the Committee, largely based on terms of reference used across advisory committees, the Governance Rules and recommendations arising from the Operation Sandon report. The draft Terms of Reference was presented to Councillors and feedback has been incorporated in the Terms of Reference annexed to this report for Council's consideration.

The CEO Employment and Remuneration Committee, as an advisory committee, will operate under these Terms of Reference (**Attachment 1**) if endorsed by Council.

Next Steps

Once the Terms of Reference are adopted by Council, they will be shared with the members of the Committee.

Officers' recommendation

That Council resolve to endorse the Terms of Reference annexed to this report (**Attachment 1**) for the CEO Employment and Remuneration Committee.

Responsible director: Mary-Anne Palatsides, Executive Manager PCD

1. Purpose

This report seeks Council's endorsement of the Terms of Reference for the CEO Employment and Remuneration Advisory Committee (**Attachment 1**).

2. Policy implications and relevance to community plan and council plan

The Boroondara Community Plan is structured around the seven priority themes.

The Terms of Reference for the CEO Employment and Remuneration Advisory Committee (**Committee**) specifically relates to Priority Theme 7: Leadership and Governance in the Boroondara Community Plan 2021-31, in particular Strategy 7.1 - Decision making is transparent and accountable through open governance processes with timely communication and reporting.

3. Background

The *Local Government Act 2020* (**the Act**) requires Councils to develop, adopt and keep in force a CEO Employment and Remuneration Policy (**Policy**). The Act outlines that a Chief Executive Officer Employment and Remuneration Policy must—

- (a) provide for the Council to obtain independent professional advice in relation to the matters dealt with in the Chief Executive Officer Employment and Remuneration Policy; and
- (b) provide for the following—
 - (i) the recruitment and appointment process;
 - (ii) provisions to be included in the contract of employment;
 - (iii) performance monitoring;
 - (iv) an annual review; and
- (c) include any other matters prescribed by the regulations.

Council adopted its first Policy on 13 December 2021. The Policy required the establishment of a Committee to consider and make recommendations to Council on CEO employment related matters.

Until recently, this Committee operated as a Delegated Committee. At the 18 December 2023 Council Meeting, Council adopted a reviewed and amended CEO Employment and Remuneration Policy (**Attachment 2**). A key change to the Policy was that the Committee become an advisory committee rather than a delegated committee. In doing so, Council revoked the associated Instrument of Delegation for the Delegated Committee.

4. Outline of key issues/options

The CEO Employment and Remuneration Committee considers employment matters as required by the Policy and section 45 of the Act and makes recommendations to Council.

Given the Committee is now an advisory committee, it requires terms of reference. These terms of reference articulate the scope, purpose, composition and meeting procedure of the Committee.

The draft Terms of Reference was based on existing terms of reference used across advisory committees, the Governance Rules and recommendations arising from the Operation Sardon report. The draft Terms of Reference was presented to Councillors and feedback has been incorporated in the Terms of Reference attached for Council's consideration.

The CEO Employment and Remuneration Committee, as an advisory committee, will operate under the newly developed Terms of Reference (**Attachment 1**) if endorsed by Council.

5. Consultation/communication

The Governance team and Councillors were consulted as part of this process.

6. Financial and resource implications

There are no financial or resource implications associated with the newly developed terms of reference for the Committee.

7. Governance issues

No officers involved in the preparation of this report have a general or material conflict of interest requiring disclosure under chapter 5 of the Governance Rules of Boroondara City Council.

The recommendation contained in this report is compatible with the Charter of Human Rights and Responsibilities 2006 as it does not raise any human rights issues.

8. Social and environmental issues

The draft Terms of Reference has no negative impact on community/social well-being and/or the environment.

9. Conclusion

Following Council endorsement, the Committee will operate in accordance with its Terms of Reference.

**Manager &
report officer:**

Mary-Anne Palatsides, Executive Manager PCD



CEO Employment and Remuneration Committee Terms of Reference

February 2024



Responsible Directorate: People Culture & Development
Authorised By: Council
Date of Adoption: <Date>
Review Date: <Date>

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Acknowledgement of Traditional Owners

The City of Boroondara acknowledges the Wurundjeri Woi-wurrung people as the Traditional Owners and original custodians of this land, and we pay our respects to their Elders past and present.



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1 Introduction

1.1 Purpose

The purpose of the Chief Executive Officer Employment and Remuneration Committee (CEOERC) is to assist the Council in fulfilling its responsibilities under section 45 of the *Local Government Act 2020* (the Act).

The CEOERC acts in an advisory capacity only and has no delegated authority to make decisions on behalf of Council.

1.2 Duties and functions

The CEOERC is required to make recommendations to Council on employment matters relating to the Chief Executive Officer (CEO) or the person appointed to act as the CEO, including:

- The appointment of the CEO;
- The appointment of an acting CEO when the position is vacant for a period exceeding 28 days;
- The extension of the appointment of the CEO in accordance with the CEO Employment and Remuneration Policy;
- Performance monitoring of the CEO with respect to achievement of the KPIs;
- The annual review of the CEO's performance against the KPIs;
- The CEO's remuneration;
- The provisions to be included in the contract of employment from time to time; and
- The implementation of the CEO Employment and Remuneration Policy requirements.

The CEOERC will also consider suitable candidates for the position of the Independent Advisor as per Council's CEO Employment and Remuneration Policy and to make recommendations to Council for their appointment.

1.3 Corporate framework

These Terms of Reference relate to Theme 7: Leadership and Governance in the Boroondara Community Plan 2021-2031.

The Terms of Reference is also consistent with Strategic Objective 7.1: Decision making is transparent and accountable through open governance processes with timely communication and reporting.



2 Background

The Act requires Council to develop, adopt and keep in force a CEO Employment and Remuneration policy. Council adopted the original policy 13 December 2021. Section 5 of the Policy created the CEO Employment and Remuneration Committee as a delegated committee of Council.

In 2023 it was determined to review the policy and amend the CEOERC to an advisory committee comprised of all eleven Councillors. Council adopted this amended policy and revoked the associated Instrument of Delegation on 18 December 2023.

The CEOERC is now an advisory committee and will operate as per these Terms of Reference.

3 Composition

The Committee shall comprise of all eleven elected Councillors, unless otherwise resolved by Council. The Independent Advisor may also be invited to attend meetings as required to provide information or advice to the Committee.

Not all elected Councillors or the Independent Advisor need to be present for the Committee to deliberate and make recommendations. Whether to proceed with the meeting in the absence of any Councillor or the Independent Advisor shall be decided by the Committee.

3.1 Role and selection of Councillor/s

Councillors are not required to nominate for the CEOERC and will automatically be appointed. For this reason, an annual Council resolution is not required for Councillor representation to this committee.

Councillors are expected to actively participate in CEOERC discussions and offer their opinions and views.

3.2 Role and selection of Council officer/s

The People, Culture and Development (PCD) team will be responsible for the administrative components of this committee.

Officers will be nominated by the Executive Manager PCD as required to provide advice and administrative support to the Committee. Recognising that the position of the officer is made difficult because they are accountable to the CEO all requests for assistance should be limited to no more than those which are reasonably necessary.

2024 | Terms of Reference - CEO Employment and Remuneration Advisory Committee



Where a meeting of the Committee is considered an 'informal meeting of councillors' under Council's Governance Rules, the officers are responsible for submitting the relevant form to Council's Governance and Legal Department as soon as practicable, so a record of the meeting can be included in the upcoming Council agenda.

3.3 Role and selection of independent advisor

The Independent Advisor will be appointed as per section 13 of the CEO Employment and Remuneration Policy.

If the Independent Advisor is unable to attend a committee meeting, they are not able to nominate a proxy.

3.4 Other Attendees

The Committee may, through the Executive Manager PCD, invite other persons to a Committee meeting for a specified period of time for legal, remuneration or recruitment advice if the Committee decides those persons are required to attend, present, advise or participate in that meeting.

4 Meetings

4.1 Meeting schedule

In accordance with the CEO Employment and Remuneration Policy, the CEOERC must meet at least twice each year.

Meetings will be held as often as is necessary to perform the duties and functions of the CEOERC with additional meetings scheduled if required.

The Committee will be convened by the Executive Manager PCD in consultation with the Mayor. At least seven days' notice of the meeting will be provided to Committee members.

4.2 Meeting procedure

Meetings will follow standard meeting procedure protocols, which are in summary:

- Commence on time and conclude by the stated completion time;
- Be scheduled and confirmed in advance with all relevant papers distributed (as appropriate) to each member;
- Encourage fair and reasonable discussion, participation and respect for each other's views;
- Focus on the relevant issues at hand; and



- Provide advice to Council as far as possible on a consensus basis.

As this is an advisory committee, voting on issues is not required. Any recommendations will generally be developed through consensus. Where a matter cannot be agreed the differing opinions should be clearly expressed in the minutes of the meeting.

4.3 Role and selection of the Chairperson

The CEOERC is to be chaired by the Mayor or, if the Mayor is absent, the Deputy Mayor.

The Chairperson should allow for fair and open discussion of matters and only discuss the matters listed on the agenda.

4.4 Public attendance at meetings

The CEOERC is not required to give public notice of its meetings and its meetings are not open to the public.

4.5 Reports, agendas and minutes

An agenda will be electronically circulated by officers to all Committee members not less than 48 hours prior to each meeting.

Minutes of the meetings must be taken by officers and will be:

- submitted to the Chairperson for confirmation;
- distributed to all Committee members following confirmation from the Chairperson;
- and
- submitted to the next meeting of the Committee for information.

The minutes must:

- contain details of the proceedings and recommendations made;
- be clearly expressed;
- be self-explanatory; and
- incorporate a summary of the relevant reports and recommendations by the committee.

Agendas and minutes from meetings are confidential and must not be made available to the public.



4.6 Budget and resources

The CEOERC has no budgetary allocation from Council (excluding the remuneration paid to the Independent Advisor).

Any budgetary allocation is at the absolute discretion of the relevant Executive Manager who is responsible for the CEOERC.

5 Compliance with legislation and Council Policies

This part sets out conduct that Committee members agree will contribute to the good governance, integrity and responsible operation of the Committee.

In performing their role, a Committee member must:

- aim to work in an honest, respectful, collaborative and solution-focused manner;
- encourage fair and reasonable discussion;
- respect the confidentiality of documents and discussion before the Committee and during meeting proceedings; and
- not make improper use of their position for personal or professional gain.

5.1 Conflict of Interest

Councillors and officers are required to disclose conflicts of interest in accordance with Part 6, Division 2 of the Act and Chapter 5 of the Governance Rules.

A Committee member who identifies with a Conflict of Interest or perceived Conflict of Interest in a matter before the Committee must declare their interest prior to discussion of the item.

The declaration and nature of the conflict of interest must be recorded in the minutes of the meeting. The member may need to exclude themselves from the discussion.

5.2 Confidential Information

Committee members acknowledge that the information they will have access to, that relates to CEO employment matters, meets the definition of confidential information, although it may not always be marked as 'confidential'.

A Committee member must not intentionally or recklessly disclose information they know, or should reasonably know, is confidential information.



5.3 External Communications

With the exception of the Mayor, who is bound by the confidentiality provisions within the Act, Committee members are not to make public statements, submissions or announcements to external stakeholders or the media in relation to CEO employment matters or matters that are discussed or arise from the CEOERC meetings.

6 Review and evaluation

The Terms of Reference of the Committee will be reviewed in twelve months after the inception of the Committee to ensure it is operating effectively.

7 Council contact

Position Title	Contact number	Contact email
Executive Manager PCD	9278 4410	Mary-anne.palatsides@boroondara.vic.gov.au



CEO Employment & Remuneration Policy

18 December 2023



Responsible Directorate: People Culture & Development
Authorised By: Council
Date of Adoption: 18 December 2023
Review Date: as per clause 18



Acknowledgement of Traditional Owners

The City of Boroondara acknowledges the Wurundjeri Woi-wurrung people as the Traditional Owners and original custodians of this land, and we pay our respects to their Elders past and present.



CEO EMPLOYMENT AND REMUNERATION POLICY

1. Purpose of Policy

This is the Chief Executive Officer Employment and Remuneration Policy (**Policy**) of **City of Boroondara (Council)**, made in accordance with section 45 of the *Local Government Act 2020*.

This Policy provides for the following matters which Council is responsible for under the Act or as a requirement of this Policy:

- (a) the recruitment and appointment of the Chief Executive Officer ensuring that:
 - (i) the recruitment decision is based on merit;
 - (ii) the recruitment processes support transparency in the recruitment process and the public advertising of the position; and
 - (iii) regard is had to gender equity, diversity and inclusiveness;
- (b) approving the Contract of Employment entered into between Council and the Chief Executive Officer;
- (c) the provision of independent professional advice in relation to the matters dealt with in the Policy;
- (d) the monitoring of the Chief Executive Officer's performance;
- (e) an annual review of the Chief Executive Officer's performance; and
- (f) determining the Chief Executive Officer's remuneration.

2. Date of Commencement and Review

- 2.1 This Policy commenced operation on 14 December 2021 and was reviewed, updated and endorsed on 18 December 2023.

3. Definitions

- 3.1 In this Policy, unless the context suggests otherwise the following words and phrases mean:

Act means the *Local Government Act 2020*.

Annual Review Report has the meaning given in paragraph 11.3

Chief Executive Officer or **CEO** means the Chief Executive Officer of Council.

Committee means the CEO Employment and Remuneration Advisory Committee established under this Policy.

Contract of Employment means the contract of employment between Council and the CEO, including any schedules.

Council means **City of Boroondara**

Councillors means the individuals holding the office of a member of Council **City of Boroondara**.

Council meeting has the same meaning as in the Act.



Executive Search Consultant means a consultant with specialist expertise in sourcing and evaluating candidates for senior executive roles.

Independent Advisor means the consultant appointed by Council from time to time to provide independent advice in accordance with section 45(2)(a) of the Act.

KPIs means Key Performance Indicators or performance criteria however described.

Mayor means the Mayor of Council.

Performance Plan means the annual performance plan setting out KPIs for the CEO.

Policy means this CEO Employment and Remuneration Policy adopted in accordance with section 45 of the Act.

Public Sector Wages Determination means any Determination that is currently in effect under section 21 of the *Victorian Independent Remuneration Tribunal and Improving Parliamentary Standards Act 2019* in relation to remuneration bands for executives employed in public service bodies.

Recruitment Policy means the recruitment policy adopted by the CEO under section 48(2) of the Act.

Regulations means the Regulations made under Division 7 of Part 2 of the Act.

Remuneration Package means the total gross remuneration package paid to the CEO pursuant to the Contract of Employment.

Resolution means a resolution of Council made at a properly constituted Council meeting.

4. Overview

- 4.1 This Policy outlines the mechanisms which support Council in fulfilling its obligations regarding the CEO's employment and under the Act.
- 4.2 The aims of the CEO in relation to this Policy are to:
 - 4.2.1 work collaboratively with the Committee in determining the Performance Plan on an annual basis;
 - 4.2.2 actively participate in the performance appraisal process as required by the Committee;
 - 4.2.3 make use of constructive feedback from Councillors and Committee Members in relation to performance appraisals;
 - 4.2.4 undertake professional development on an as needed basis, or as part of the Performance Plan; and
 - 4.2.5 promptly draw the Committee's attention to any situation where any variation of the Performance Plan may be required in light of the current circumstances.
- 4.3 The aims of Council (including via the Committee) in relation to this Policy are to:
 - 4.3.1 establish the Committee;



- 4.3.2 provide processes for the recruitment of a natural person, and their appointment, to the position of CEO;
- 4.3.3 draft and approve the Contract of Employment entered into between Council and the CEO;
- 4.3.4 seek and be guided by independent professional advice in relation to the matters dealt with in this Policy;
- 4.3.5 provide processes for determining and reviewing the CEO's Remuneration Package;
- 4.3.6 provide processes for the monitoring of the CEO's performance including setting the Performance Plan and conducting an annual review;
- 4.3.7 determine, as required, any variations to the Remuneration Package and terms and conditions of employment of the CEO.

5. **CEO Employment and Remuneration Committee**

- 5.1 Council will establish a CEO Employment and Remuneration Committee (**Committee**).
- 5.2 The Committee will be an advisory committee.
- 5.3 The purposes of the Committee are to consider and make recommendations to Council with respect to, the:
 - 5.3.1 selection and appointment of the Independent Advisor;
 - 5.3.2 independent advice received from time to time from the Independent Advisor;
 - 5.3.3 performance monitoring of the CEO with respect to achievement of the KPIs;
 - 5.3.4 annual review of the CEO's performance against the KPIs;
 - 5.3.5 CEO's remuneration;
 - 5.3.6 provisions to be suggested for inclusion in the Contract of Employment from time to time;
 - 5.3.7 implementation of this Policy.
- 5.4 The Committee must include all eleven (11) Councillors, unless otherwise resolved by Council.
- 5.5 The Committee is to be chaired by:
 - 5.5.1 the Mayor; or
 - 5.5.2 if the Mayor is absent, the Deputy Mayor.
- 5.6 The Committee is to hold meetings as often as is necessary to:
 - 5.6.1 consider documentation relevant to the CEO's performance and remuneration,
 - 5.6.2 prepare documentation relevant to the CEO's employment and remuneration, including Council reports and contractual documents, for the approval of Council; and
 - 5.6.3 review the Remuneration Package and conditions of employment of the CEO.



- 5.7 The Committee will determine annually during a Mayoral term:
- 5.7.1 how often the Committee will meet, provided that the Committee meets at least twice in each year;
 - 5.7.2 means of attendance at Committee meetings (e.g. in person or electronically).
- 5.8 The Committee must comply with the conditions and limitations contained within the Terms of Reference to the CEO Employment and Remuneration Committee.
- 6. Recruitment of CEO**
- 6.1 The Committee will establish and coordinate the process to recruit the CEO, designed to ensure that Council can select the best available candidate from a short list of preferred candidates.
- 6.2 The Committee will determine, and make a recommendation to Council, as to:
- 6.2.1 whether there is a need to engage an Executive Search Consultant to run the recruitment process; and, if so
 - 6.2.2 the Executive Search Consultant to be appointed to run the recruitment process.
- 6.3 If an Executive Search Consultant is engaged, the Committee, the Chair of the Committee or a member of Council staff nominated by the Committee must liaise with the Executive Search Consultant in connection with the recruitment process.
- 6.4 When considering the recruitment of the position of CEO to, the Committee must:
- 6.4.1 ensure that the recruitment decision is based on merit;
 - 6.4.2 support transparency in the recruitment process and the public advertising of the position; and
 - 6.4.3 ensure that regard is had to gender equity, diversity and inclusiveness.
- 6.5 The Committee must ensure that the Executive Search Consultant publicly advertises the CEO role unless a decision has been taken to renew the incumbent CEO's contract.
- 6.6 The Committee must direct the Executive Search Consultant to prepare, and provide to Council, a schedule of dates for key decisions to be made by resolution of Council throughout the recruitment process.
- 6.7 The Committee must provide a report and recommendation to Council so that each key decision identified in the schedule prepared under paragraph 6.6 can, if necessary, be made by resolution of Council.
- 7. Appointment of the CEO**
- 7.1 Council will receive a report from the Committee on the completion of its role in the recruitment process, and Council will proceed to decide on a preferred candidate from the short list with the support of the Committee to negotiate and finalise the Contract of Employment.
- 7.2 The Committee will provide a recommendation to Council on the provisions to be contained in the proposed Contract of Employment.
- 7.3 The appointment of the CEO must be made by a resolution of Council.

**8. Reappointment of the CEO**

8.1 Within 6 months prior to the expiry of the current CEO's Contract of Employment, the Committee will provide a recommendation to Council on:

8.1.1 whether the CEO should be reappointed under a new Contract of Employment; and

8.1.2 if the recommendation is to reappoint the CEO, the proposed provisions of the further Contract of Employment.

8.2 Any reappointment of the current CEO must be made by a resolution of Council.

9. Contract of Employment

9.1 The Contract of Employment is to be read in conjunction with this Policy (but the terms of the Policy are not incorporated into the Contract of Employment).

9.2 The Contract of Employment will, at a minimum, outline the following:

9.2.1 the employment term, which must not exceed 5 years in accordance with section 44(2) of the Act;

9.2.2 the responsibilities and duties of the position, including compliance with the Act and the Code of Conduct for Council staff;

9.2.3 the conflict of interest management requirements;

9.2.4 the CEO's Remuneration Package and other entitlements;

9.2.5 any legislative and contractual obligations, including those during and continuing after appointment;

9.2.6 the CEO's leave entitlements;

9.2.7 dispute resolution procedures;

9.2.8 processes for managing unsatisfactory performance;

9.2.9 processes for early termination, including notice of termination provisions with notice of termination by Council being restricted to a maximum of nine (9) months; and

9.2.10 any other matters required to be contained in the Contract of Employment by the Regulations.

9.3 The Contract of Employment may only be varied by a resolution of Council, and upon acceptance by the CEO, recorded in a deed of variation.



10. Remuneration and Expenses

10.1 The Remuneration Package provided to the CEO will form part of the Committee's annual review, having regard to (in accordance with section 45(3) of the Act):

10.1.1 any statement of policy issued by the Government of Victoria which is in force with respect to its wages policy (or equivalent);¹ and

10.1.2 any Public Sector Wages Determination.²

10.1.3 A report benchmarking the CEO remuneration with similar local government CEO and public sector roles.

10.2 Remuneration will be reviewed on an annual basis, in accordance with the CEO's Performance Plan and contractual requirements.

10.3 Council will meet expenses incurred by the CEO in relation to:

10.3.1 membership and subscription fees payable to professional associations which are reasonably necessary in order to carry out duties;

10.3.2 reasonable costs incurred where attending conferences, seminars or other professional development activities; and

10.3.3 reasonable costs incurred in performance of required duties.

11. Performance Monitoring and Annual Review

11.1 Council will adopt an annual Performance Plan for the CEO, which will include KPIs. The proposed Performance Plan must be developed collaboratively between the CEO and the Committee.

11.2 The CEO is to provide a report against the Performance Plan to the Committee on an annual basis.

11.3 An annual review report (**Annual Review Report**) will be submitted to Council, based on the Committee's recommendations regarding :

11.3.1 whether, and to what extent, the CEO has met the KPIs under the Performance Plan;

11.3.2 whether, and to what extent or in what respect, any KPIs or other criteria ought to be varied under the Performance Plan;

11.3.3 whether, and to what extent, the Remuneration Package ought to be varied; and

11.3.4 any other necessary matters.

11.4 The Annual Review Report will be submitted to Council only after meeting with the CEO to discuss the Committee's proposed recommendations.

¹ Section 45(3)(a) of the Act requires Council to have regard to any statement of policy issued by Government of Victoria which is in force with respect to its wages policy (or equivalent). The current Victorian Government Wages Policy applies in the public sector until 31 December 2021. See: <https://www.vic.gov.au/wages-policy-and-enterprise-bargaining-framework>

² Section 45(3)(b) of the Act requires Council to have regard to the published remuneration bands for executives employed in public service bodies. See: <https://www.vic.gov.au/tribunals-determination-vps-executive-remuneration-bands>



- 11.5 Council shall, after receipt of the Annual Review Report, review the recommendations in the Annual Review Report, resolve upon the matters described and advise the CEO of the terms or effect of the resolution.
- 11.6 Following the initial six (6) months of the CEO's term, a workshop with Councillors and the CEO should be coordinated so that:
 - 11.6.1 the CEO can prepare and present an overview of their findings during the early months, and highlight any projections or forecasts of relevance to Council during their tenure;
 - 11.6.2 Councillors can provide feedback to the CEO on their perspective of the CEO's performance during the initial period; and
 - 11.6.3 Council and CEO can agree to projects and priorities for inclusion in the CEO's Performance Plan and KPIs.

12. Acting CEO

- 12.1 Under section 44 (5) of the Act, Council must appoint an Acting CEO when there is a vacancy in the office of the CEO which will exceed 28 consecutive days or the CEO is unable to perform the duties of the office of Chief Executive Officer.
- 12.2 The appointment of the CEO must be made by a resolution of Council unless the Acting CEO is appointed for a period not exceeding 28 days, in which case the CEO may appoint an Acting CEO under delegation from Council pursuant to section 11(3) of the Act.
- 12.3 The Committee may advise Council on the selection and appointment of an Acting CEO.

13. Independent advice

- 13.1 The Independent Advisor is responsible for providing independent professional advice in relation to the matters dealt with under this Policy in accordance with section 45(2)(a) of the Act.
- 13.2 The Independent Advisor will be recommended by the Committee to the Council following a process to seek experienced and suitably qualified persons, but must not be the Executive Search Consultant appointed by Council to assist in the recruitment process. The Committee will be supported and provided with a shortlist of candidates by the Executive Manager People Culture and Development.
- 13.3 Council will determine and resolve the:
 - 13.3.1 term of appointment of the Independent Advisor; and
 - 13.3.2 remuneration of the Independent Advisor,
 and ensure that it is a term of the Independent Advisor's engagement that the Independent Advisor keep confidential all information which the Independent Advisor acquires by virtue of the engagement.
- 13.4 Council, or the Committee with the approval of a Resolution, can, on an as needed basis, obtain additional independent professional advice in relation to the matters dealt with under this Policy.

14. Administrative Support



14.1 Council acknowledges that, in implementing this Policy, it, the Committee and/or the Independent Advisor will from time to time require the assistance of members of staff, including assistance in relation to governance and human resources matters.

14.2 Council, the Committee and/or the Independent Advisor may from time to time request a member of staff to provide assistance in implementing this Policy, recognising that the position of the member of staff is made difficult because he or she is accountable to the CEO (or a person acting as CEO) and therefore acknowledging that requests for assistance need to be limited to no more than those which are reasonably necessary.

15. Interaction with Act and Regulations

15.1 This Policy applies subject to any inconsistent obligations in the Act or the Regulations.

16. Confidentiality

16.1 Council is not required to disclose any personal information, being information which if released would result in the unreasonable disclosure of information about any person or their personal affairs.

17. Delegations

17.1 Council must not delegate the power to appoint the CEO, whether on a permanent or acting basis, however, it may delegate to the CEO the power to appoint an Acting CEO for a period not exceeding 28 days (sections 11(2)(d) and 11(3) of the Act).

17.2 Council must not delegate the power to make any decision in relation to the employment, dismissal or removal of the CEO (section 11(2)(e) of the Act).

18. Review of Policy

18.1 This Policy will be reviewed within 6 months of its adoption by Council.

18.2 This Policy will thereafter be reviewed at least every three (3) years by the Committee and within 6 months of each Council election, and the Committee will make a recommendation to Council with respect to any suggested changes.