



CEO Performance Review Committee Terms of Reference

1. Establishment

The CEO Performance Review Committee was established by the Council at the Ordinary Meeting of Council on <<insert date of OCM>> and this Terms of Reference sets out the membership, responsibilities, authority and functions of the Committee.

2. Objective of the CEO Performance Review Committee

The Committee has been established to fulfil the following functions:

- a. Endorse the engagement of an appropriately experienced independent consultant to assist with conducting the performance reviews (probationary, annual, other);
- b. Agree the process of review with the CEO;
- c. Ensure that the Shire of Cocos (Keeling) Islands Standards for CEO Recruitment, Performance and Termination are adhered to;
- d. In consultation with the CEO and support of the independent consultant, set the initial key performance indicators (performance criteria) in accordance with the CEO contract and recommend to Council for consideration;
- e. With the assistance of the independent consultant, conduct the probationary period review in accordance with the CEO contract and report to Council for a decision;
- f. With the assistance of the independent consultant, conduct the annual review in accordance with the CEO contract and recommend to Council for a decision;
- g. In consultation with the CEO, review the key achievements and key performance indicators (performance criteria) and set any new or additional key performance indicators for each 12 month period and recommend to Council for a decision;
- h. Participate in the consultants conduct of the CEOs performance review and provide all elected members the opportunity to provide written feedback on the CEOs performance to the Committee;
- i. Endorse the independent consultants report for consideration by Council advising the performance of the CEO against the CEO contract, key performance indicators and other standards set by Council for consideration. The report is to recommend any proposed changes in salary and/or conditions of employment of the CEO that the Committee considers appropriate.

3. Terms of Appointment

Appointment to the Committee shall be determined by the Council following ordinary local government elections, for a term to expire on the date of the subsequent ordinary local government elections. If a member of the Committee resigns prior to an ordinary local government election, the Council will appoint a replacement.

4. Membership

The Committee will consist of four elected members. All members shall have full voting rights.

An independent consultant will be engaged to facilitate each review (probationary, annual, other) and to ensure that the process is carried out in an impartial and transparent manner. The consultant will not have any voting rights.

The Shire shall provide secretarial and administrative support to the committee as requested by the presiding member.

5. Election of the Presiding Member and Deputy Presiding

The members of the Committee are to elect a Presiding Member and Deputy Presiding Member in accordance with s5.12 of the Act.

If the Presiding Member is absent, the Deputy Presiding Member is to preside at the Meeting.

6. Responsibilities of the Presiding Member (Chair)

The CEO Performance Review Committee Chair has the following responsibilities:

- a. Overseeing and facilitating the conduct of meetings in accordance with the Act and the Shire's *Meeting Procedures Local Law 2019*;
- b. Reports to the Council on the actions of the Committee;
- c. Encourages broad participation from members in discussion;
- d. Summarises decisions and assignments at the conclusion of each meeting; and
- e. Signs off on minutes of meetings after they have been received by the Committee.

7. Responsibilities of Committee Members

Individual Committee members have the following responsibilities:

- a. to execute the role, scope, and responsibilities of the Committee;
- b. to act on opportunities to communicate positively about the Shire's activities;
- c. to actively participate in meetings through attendance, discussion, and review of minutes, papers and Governance documents;
- d. to participate in professional development opportunities;
- e. to support open discussion and debate and encourage fellow Committee members to voice their insights.

8. Quorum

A quorum of three Committee members must be present at a Committee meeting.

9. Powers of the CEO Performance Review Committee

- a. The CEO Performance Review Committee is to report to Council and provide appropriate advice and recommendations on matters relevant to its term of reference. The Committee does not have any delegated powers. This is in order to facilitate informed decision-making by Council in relation to the legislative functions and duties of the local government that have not been delegated to the CEO or the Committee.
- b. The committee is a formally appointed committee of council and is responsible to that body.
- c. The committee does not have executive powers or authority to implement actions in areas over which the CEO has legislative responsibility and does not have any delegated financial responsibility.
- d. The committee does not have any management functions and cannot involve itself in management processes or procedures.

10. Frequency of Meetings

The Committee meetings will be held as required to conduct the review of the CEO probationary period and annual performance reviews in accordance with CEO Contract. Additional meetings shall be convened at the discretion of the presiding person.

11. Reporting

Reports and recommendations of each Committee meeting shall be presented to the next ordinary meeting of the Council.

12. Agenda, Minutes, and Decision Papers

The responsibility for ensuring that Agendas and supporting materials are delivered to members in advance of meetings rests with the Governance and Risk Coordinator. The agenda and associated attachments will be sent to Committee members and attendees at least 72 hours in advance of a Committee meeting.

13. Conflict of Interest

Committee Members and invited attendees at each meeting must:

- a) Declare any conflict of interest, potential conflict of interest or apparent conflict of interest in matters that might potentially be considered or, are proposed to be considered by the Committee;
- b) Provide a further declaration should any conflict of interest, potential conflict of interest or apparent conflict of interest arise after making a declaration; and
- c) Maintain confidential, all information provided to them in their role as a member or attendee. This includes all matters discussed, formally presented or tabled at meetings of the Committee or such matters associated with dealings of the Committee in carrying out its responsibilities.

14. Review

The Terms of Reference will be reviewed every two years when Council considers the re-establishment of the Committee to coincide with Local Government elections and any amendments to it require approval of Council.

Version Control

Version No.	Version date	Prepared by	Reviewed by	Council Resolution Number and Date
1				