

**1. Name**

1.1. Pursuant to section 41(1) of the Local Government Act 1999, the Berri Barmera Council (Council) resolved on 8 January 2019 to establish a committee to be known as CEO Review Panel (the Panel).

**2. Functions of the Panel**

2.1 In relation to the selection of the Chief Executive Officer (CEO) the Panel has the following functions:

2.1.1 Undertake the selection process for the position of CEO of the Berri Barmera Council in accordance with the requirements of the Local Government Act 1999 and at the direction of Council.

2.1.2 Liaise with professional human resource recruitment consultants as appointed by Council.

2.1.3 Under the delegation of Council, short list and interview candidates in order to make final recommendation to Council.

2.2 In relation to the performance review of the CEO the Panel has the following functions:

2.2.1 Determine the Key Performance Targets for the forthcoming twelve month performance period.

2.2.2 Arrange for the conduct of the CEO's six month and annual performance review within the parameters of the CEO's Employment Agreement.

2.2.3 Review the CEO's performance criteria within the parameters of the CEO's Employment Agreement.

2.2.4 Review the CEO's remuneration package within the parameters of the CEO's Employment Agreement.

2.2.5 Review any aspect of the CEO's Employment Agreement within the parameters of the CEO's Employment Agreement.

2.2.6 Recommend to Council the outcomes of the CEO's annual performance review.

2.2.7 Recommend to Council the CEO's remuneration package and performance criteria to be applied for the ensuing year.

2.2.8 Provide feedback to the CEO on outcomes of the performance review, and in conjunction with the CEO determine appropriate courses of action as required.

2.2.9 Recommend to Council any changes to the CEO's Employment Agreement to be further negotiated with the CEO.

2.3 Any other matter which is not stipulated within these Terms of Reference but which is within the realm of the powers and functions of the Panel or other matters which are specifically referred by the Council to the Panel and related to the selection or performance review of the CEO.

### **3 Performance Review**

Under Section 102A of the *Local Government Act 1999*, a Council must review the performance of its chief executive officer.

- 3.1. At least once in each year that the chief executive officer holds office as chief executive officer; and
- 3.2 if relevant, before reappointment of the chief executive officer.

### **4 Membership**

4.1 The Mayor (Presiding Member) and 3 Councillors.

4.2 Term of membership will expire at each Periodic Council Election

(Membership: Mayor Ella Winnall, Crs Adrian Little, Cr Trevor Scott and Cr David Waterman as members and Cr Bruce Richardson as proxy)

4.3 In addition, as per 102A of the *Local Government Act 1999*:

- 4.3.1 The council must obtain and consider the advice of a qualified independent person on a review under subsection (1);
- 4.3.2 In this section— qualified independent person means a person who is—
  - 4.3.2.1 not a member or employee of the council; and
  - 4.3.2.2 determined by the council to have appropriate qualifications or experience in human resource management

### **5 Quorum**

5.1 A quorum shall consist of all members of the Panel. All decisions of the Panel shall be made on the basis of a majority decision of members.

### **6 Conflict of interest**

6.1 The provisions of sections 73, 74, 75, 75A and 75B the *Local Government Act 1999* will apply to all members of the Panel.

### **7 Panel Meeting Proceedings**

7.1 The Panel shall be subject to the provisions of the *Local Government (Procedures at Meetings) Regulations 2000*, Part 2 and Council's Meeting Procedures Code of Practice Policy.

7.2 The Panel shall meet annually or as required.

### **8 Duties of the Presiding Officer**

8.1 The duties of the Presiding Officer of the panel are:

- a) to preside at meetings of the panel
- b) preserve order at meetings so that the business may be conducted in due form and with propriety
- c) sign the minutes upon confirmation.
- d) responsibility to the Council for the proper observance of these Terms of Reference

- e) if requested, to provide advice to the Responsible Officer between panel meetings on the implementation of the decisions of the panel
- f) to act as the principal spokesperson of the panel
- g) to exercise other functions of the panel as the Council determines

## **9 Attendance at Committee meetings electronically**

8.1 Committee members are preferred to attend meetings in person, however may participate in a Committee meeting by electronic means should the member be unable to attend due to illness or other extenuating circumstances with approval of the Mayor the CEO can provide attendance by electronic means.

8.2 A member of the Committee participating in a committee meeting by electronic means is taken to be present at the committee meeting provided that the member:

- 8.2.1 can hear all other members present at the committee meeting; and
- 8.2.2 can be heard by all other members present at the committee meeting.

Form of participation by electronic means

8.2.3 Where:

- 8.2.3.1 a Committee member is to participate in a Committee meeting by electronic means; and
- 8.2.3.2 the electronic means has the functionality to allow the member to participate in the Committee meeting by being both seen and heard; and
- 8.2.3.3 the electronic means of the Council has the functionality to allow the Committee member to be both seen and heard,

the member must participate by being both seen and heard

## **9 General Duties of Members of the Panel**

9.1 Members are expected to:

- a) act honestly and within the law at all times
- b) act in good faith and not for improper or ulterior motives
- c) act in a reasonable, just and non-discriminatory manner
- d) undertake their role with reasonable care and diligence
- e) conduct their ongoing relationship with fellow council members, council employees and the public with respect, courtesy and sensitivity
- f) use information in a careful and prudent manner.

## **10 Reporting & accountability**

10.1 Administrative support will be provided by Council through direction of the CEO/Acting CEO

10.2 A copy of the agenda and minutes of every meeting shall be provided to the CEO/Acting CEO for public display and on council's website, unless prohibited by resolution of the Panel under the confidentiality provisions of Section 90 and 91 of the Local Government Act 1999.

## 11. Delegations

The CEO Review Panel is delegated the power and authority to undertake its functions on behalf of the Council, pursuant to section 44 of the Local Government Act 1999, this delegation in no way prevents the Council from performing any of the Panels functions.

## 12 Review and amendment to terms of reference

Council may at any time amend or alter these terms of reference by resolution of the Council. The panel shall at least annually, review these Terms of Reference to ensure that they properly reflect the role and function of the panel.

## 13 Cessation of the Panel

13.1 The Panel may be dissolved upon a decision of Council.

<b>Panel History</b>	<b>Date</b>	<b>Motion</b>
Establishment of CEO Review Committee	27 November 2018	5157/18
Re-establishment of CEO Selection and Performance Review Committee and Adoption of Terms of Reference	8 January 2019	5185/19
Terms of Reference review	17 December 2019	5614/19
Terms of Reference review (CEO Selection and Performance Review Committee)	15 September 2020	CEOS&PRC05/20
Terms of Reference review (Council)	27 October 2020	5893/20
Terms of Reference	29 November 2022	6596/22
Terms of Reference	26 March 2023	43/24