



CITY OF PARRAMATTA

CEO Performance Review Committee Terms of Reference

[Date Committee Established]

1. Purpose of CEO Performance Review Committee

General Purpose

- 1.1 To advise Council on the needs or issues of our community and to inform Council's decision making and work relating to our community.

Specific Purpose of CEO Performance Review Committee

- 1.2 The CEO Performance Review Committee is a committee required by a directive from the Office of Local Government and in the management of a CEO's performance and the development of a performance agreement. The Committee will operate under the issued "Guidelines for the appointment and oversight of General Managers".

2. Roles and Responsibilities

General Roles and Responsibilities

- 2.1 The CEO Performance Review Committee has no executive powers and has been established to provide feedback, input and advice to Council.
- 2.2 The CEO Performance Review Committee is directly responsible and accountable to the CEO in undertaking its responsibilities.
- 2.3 The responsibilities of the CEO Performance Review Committee may, in consultation with the Committee, be revised or expanded by Council resolution from time to time.
- 2.4 The key responsibilities of the CEO Performance Review Committee are:
 - a. To represent the views, interests and/or identified issues that affect the communities within the Parramatta local government area within the scope of Council's authority;
 - b. To provide advice, input and feedback to Council on issues that fall

within the parameters of its authority and relate to the particular communities / identified issues the Committee is concerned with.

Specific Roles and Responsibilities of the CEO Performance Review Committee

2.5 To oversee the Chief Executive Officer's performance in accordance with the Standard Contract and the Guidelines for the Appointment and Oversight of General Managers.

3. Membership

Duties of Appointed Members

- 3.1 To attend and participate in a compulsory induction workshop which will include information on the role of the CEO Performance Review Committee, the role and responsibility of members and Council, Council's Code of Conduct and other related policies and protocols.
- 3.2 To attend and participate in meetings of the CEO Performance Review Committee (including any planning sessions and relevant training).
- 3.3 To work co-operatively with other members in achieving the aims of the CEO Performance Review Committee.
- 3.4 To raise issues of concern within the scope and objective of the CEO Performance Review Committee.
- 3.5 To contribute ideas and suggestions relating to items on meeting agendas.
- 3.6 To participate in the discussion and to vote on outcomes of the CEO Performance Review Committee.
- 3.7 To provide advice and recommendations to Council on items on meeting agendas.
- 3.8 To action and follow up tasks established by the CEO Performance Review Committee and resolved by Council.
- 3.9 To report back to existing networks within the communities they represent on Council's role, responsibilities and its decisions relating to the CEO Performance Review Committee.
- 3.10 To use existing networks to remain informed regarding the views and interests of the particular group / community they represent.

- 3.11 To advise the Chair if they are unable to attend and to liaise with Alternate Members for attendance at meetings.

Alternate Members

- 3.12 Alternate members may attend meetings of the **CEO Performance Review** Committee in either capacity as an appointed or alternate member.
- 3.13 If an appointed member is unable to attend a meeting for any reason, then the alternate member is to be notified of their absence. If a member has not given notice of an absence and is not present, the alternate member assumes the role of member until such time the appointed member is present.
- 3.14 Any member who is appointed as an alternate member will be provided with all information (meeting invite, agenda, minutes, presentations, etc.) as an appointed member.

Member Attendance at Meetings

- 3.15 If a member is absent for two (2) consecutive meetings without an apology, the Committee Convenor, in consultation with the Chair, will attempt to contact the member to clarify whether they are still interested in continuing to be a member of the **CEO Performance Review** Committee.
- 3.16 If a member is absent for three (3) consecutive meetings without an apology, and there has been no response from the **CEO Performance Review** Committee member explaining their absence, their position will be declared vacant and the declaration of the vacancy must be recorded in the minutes of that meeting.
- 3.17 Members may elect to participate in a meeting by audio-visual means.

Member Leave of Absence

- 3.18 Members may apply to the Committee Convenor for a leave of absence, and the granting of such leave of absence is at the discretion of the **CEO Performance Review** Committee. All applications for leave of absence must be recorded in the minutes of a **CEO Performance Review** Committee meeting.

Specific Membership Criteria

- 3.19 **The Committee will comprise such members as are appointed by Council from time to time, including:**

- a. The Lord Mayor of the day;
- b. The Deputy Lord Mayor;
- c. Two (2) Councillors nominated by the governing body;
- d. One (1) Councillor nominated by the CEO.

Ex-Officio Members

- 3.20 All Councillors are ex-officio members of the **CEO Performance Review** Committee.
- 3.21 Depending on the nature of issues raised, relevant Council staff and/or other stakeholders or guests will be invited to attend the meetings.
- 3.22 Ex-officio members may contribute to the meeting as permitted by the Committee Chair.
- 3.23 Ex-officio members are non-voting positions.

Observers

- 3.24 Non-members of the **CEO Performance Review** Committee are able to attend meetings with the permission of the Convenor and Chairperson of the **CEO Performance Review** Committee.
- 3.25 Observers are able to participate in discussions to the extent as permitted by the Chairperson.

4. Chairperson/Deputy Chairperson

Duties of Chairperson/Deputy Chairperson

- 4.1 Duties of the Chairperson or Deputy Chairperson are to:
- a. To chair meetings according to Council's Code of Conduct, the Terms of Reference and Guidelines, and meeting agendas;
 - b. To make recommendations for Agenda items in relation to the business of Council and the purpose of the Committee;
 - c. To facilitate the discussion of items on the agenda in a timely manner;
 - d. To facilitate the moving of recommendations and voting by Committee members;
 - e. To ensure all Committee members have the opportunity to participate;
 - f. To facilitate the participation of Ex-Officio members, Guest Speakers and Observers present at the meeting;
 - g. To participate in Committee training as organised and offered by the City of Parramatta Council.

Election of Chairperson/Deputy Chairperson

- 4.2 The Lord Mayor of the day is the Chairperson of the CEO Performance Review Committee.
- 4.3 The Lord Mayor may delegate the role of Chairperson to another Councillor Committee member on an annual basis, or for the term of the appointment to the CEO Performance Review Committee.
- 4.4 The CEO Performance Review Committee will vote annually to determine its Deputy Chairperson.
- 4.5 If the Chairperson or Deputy Chairperson are absent from the meeting, the CEO Performance Review Committee will nominate a Chairperson for the meeting amongst those in attendance.

Absence of Chairperson/Deputy Chairperson

- 4.6 If the Chairperson and Deputy Chairperson are absent from a meeting, the CEO Performance Review Committee will nominate a Chairperson amongst its members for that meeting.

Sub-committees

- 4.7 The CEO Performance Review Committee may determine to establish sub-groups to enable focus on key priority areas or specific subjects and to maximise the value of members' time.
- 4.8 Sub-groups may consist of both members and ex-officio members, and may invite staff members or other subject matter experts to provide advice / guidance as appropriate.
- 4.9 Sub-groups of the CEO Performance Review Committee have no executive powers and will be established to provide advisory services only.
- 4.10 Sub-groups are directly responsible and accountable to the Committee for all responsibilities.

Member Vacancies

- 4.11 Where a vacancy occurs:
 - a. Within six (6) months from the appointment of members, the vacancy may be filled firstly by a person on the eligibility list if they are still interested and available to join the CEO Performance Review Committee; or
 - b. After six (6) months from the appointment of members, and more than 12 months from the end of the CEO Performance Review Committee's

term, an Expression of Interest utilising Council, Community and Committee members' networks should be undertaken.

4.12 Vacancies will not normally be filled within the last 12 months of a **CEO Performance Review** Committee term.

5. Meetings

Frequency of Meetings

5.1 The **CEO Performance Review** Committee will meet **bi- annually**, or as determined by the Chair. Details of meeting commitments will be detailed in any expression of interest information package.

Location of Meetings

5.2 Meetings will be held in Council offices.

5.3 Provisions will be made for remote attendance at **CEO Performance Review** Committee Meetings.

Urgent Business

5.4 The **CEO Performance Review** Committee may be required to consider urgent business outside of the regular meeting cycle.

5.5 A special meeting of the **CEO Performance Review** Committee may be called by the Chairperson following a reasonable request from a member of the **CEO Performance Review** Committee, the Chief Executive Officer, or by resolution of the Council.

5.6 If a meeting is unable to be called, the business may be considered via alternate methods, including email.

Voting Membership

5.7 The 'voting membership' of the **CEO Performance Review** Committee will be initially determined by the number of members appointed to the Committee at the time of the formation of a new Committee, and thereafter:

- a. increased by any additional members appointed to the **CEO Performance Review** Committee (remaining within max membership);
or
- b. reduced by any resignations received from members (remaining within min membership); or
- c. reduced by any lapsed member/s whose membership has been

declared vacant.

Quorum

- 5.8 The quorum for **CEO Performance Review** Committee meetings shall be half plus one of the 'voting membership'. In instances where there is an odd number of voting members, the number will be rounded up to the nearest whole number.
- 5.9 Where there is no quorum present after a period of 15 minutes has elapsed, an informal meeting may be conducted at the discretion of the Chairperson at which the **CEO Performance Review** Committee may receive any presentations and undertake informal discussion. No actions or recommendations may be made until a further meeting of the **CEO Performance Review** Committee is held when a quorum is present.
- 5.10 Where there is no quorum, a **CEO Performance Review** Committee is not able to determine any decisions or actions and can only deliberate on issues. Any decisions or actions must be held over to the next meeting where a quorum is present.
- 5.11 No minutes are kept of meetings which do not have a quorum but informal notes may be taken to enable any proposed recommendations or decisions to be presented to a further meeting when a quorum is present (note that case law has determined that decisions of inquorate meetings cannot strictly be 'ratified' by a later meeting – they must be made afresh).
- 5.12 In the event that there are two consecutive non quorate meetings suffered, the Convenor will contact the Chair and each **CEO Performance Review** Committee Member to determine their continuation on the Committee. If required, a fresh Expression of Interest process will be undertaken.
- 5.13 Members may participate in meetings by audio-visual means of communications.

Minutes of Meetings

- 5.14 The minutes of **CEO Performance Review** Committee meetings will contain details of the attendance for each meeting, a short summary of the discussion item and any action / outcome from the discussion.
- 5.15 Minutes of **CEO Performance Review** Committee meetings will be provided to Councillors on a regular basis. Minutes will be published on Council's website.

5.16 Where the **CEO Performance Review** Committee establishes an action or recommendation arising out of the Committee discussion, a report will be provided to a Council meeting presenting those actions / recommendations for consideration.

6. Other Roles

Role of the Committee Convenor

- 6.1 The **CEO Performance Review** Committee is convened by a Council officer known as the 'Committee Convenor'. The Convenor is responsible to:
- a. set the agenda with input from members and/or Council including allocation of time for agenda items;
 - b. attend each meeting;
 - c. ensure meetings are run according to Council's Code of Conduct and the Terms of Reference;
 - d. liaise between the **CEO Performance Review** Committee and other officers within Council as determined by the **CEO Performance Review** Committee's business;
 - e. finalise **CEO Performance Review** Committee minutes;
 - f. prepare Council reports on specific actions / recommendations from the **CEO Performance Review** Committee
 - g. act as moderator of meetings where the majority of participants attend via remote means.

7. Conflict of Interest

- 7.1 **CEO Performance Review** Committee members are to declare at the commencement of each meeting any pecuniary or non-pecuniary conflict of interest they have regarding any issue on the agenda.
- 7.2 All conflicts of interest declared are to be recorded on the appropriate form and recorded in the minutes of the meeting.
- 7.3 If necessary, the member concerned should consider leaving the room while the matter is being discussed.

8. Confidentiality

- 8.1 Where **CEO Performance Review** Committee meetings include consideration of confidential information relating to members or the business being discussed, members are required to respect the principles of confidentiality.

9. Council's Code of Conduct

- 9.1 All members must abide by Council's Code of Conduct at all times.
- 9.2 All members must attend and participate in a compulsory induction workshop prior to attendance at their first meeting which will include information on Council's Code of Conduct.
- 9.3 No member of a **CEO Performance Review** Committee is able to make media or public comment on behalf of the **CEO Performance Review** Committee or Council at any time.

10. Training

- 10.1 All members of the **CEO Performance Review** Committee are required to attend an Induction Workshop.
- 10.2 Other training will be provided to members where this is required to enable them to fulfil their duties.

11. **CEO Performance Review** Committee Representation / Attendance at Forums

- 11.1 From time to time, the **CEO Performance Review** Committee may be approached to supply a representative to another Committee of Council. Where the **CEO Performance Review** Committee determines that representation is appropriate, nominations will be called for at the meeting and a vote shall take place to select a representative.
- 11.2 Representatives shall be entitled to reimbursement of the equivalent public transport fare to and from the meeting or forum, or be provided with vouchers for alternative transport.

12. Changes to Terms of Reference

- 12.1 The Terms of Reference of the **CEO Performance Review** Committee are ratified by Council and any changes or additions to them must be approved by Council.

Ends