CEO Employment Matters Committee Charter

Document Information

Type	Council Charter
Mayor	 Cr Rochelle Halstead
Date Adopted	Council Meeting 15 April 2026
Responsible Officer	Manager Governance & Communications
Review Period	At least once every 4 years
Version Number	2

1. Purpose

The CEO Employment Matters Committee (the Committee) is an independent advisory committee to Council. The Committee does not have any delegated powers, including executive powers, management functions or delegated responsibility.

The Committee's role is to oversee matters relating to the employment, management and remuneration of the Chief Executive Officer (CEO) and ensure the application of good governance, transparency and fairness.

2. Policy statement

The CEO Employment Matters Committee Charter (the Charter) sets out the role of the Committee, along with its objectives, authority, membership and tenure, roles and responsibilities and the administrative arrangements.

3. Composition

The Committee will be constituted by an independent chairperson and at least two Councillors, one of whom will be the Mayor. Council may appoint more than two Councillors on the Committee if it wishes to, however, must not appoint other persons on the Committee who are not Councillors.

A quorum of three members will be necessary to transact business of the Committee. One of the three members must be the independent chairperson.

4. Independent Chairperson Qualifications and Criteria

The independent chairperson must possess and demonstrate the following key competencies:

- Strong leadership and communication skills
- Skills, expertise and experience in one or more of the following:
    - human resources management (including executive recruitment, remuneration and talent management)
    - senior business or government (including local government) experience
    - experience with and understanding of employment law
    - demonstrated ability in performance management and development of Executive level staff
- Understanding of good governance and previous experience working with Governance bodies or Boards
- Ability to work effectively with Councillors and the CEO
- Knowledge and understanding of the issues affecting Bass Coast Shire.

5. Appointment Process

The Manager Governance and Communications will call for Expressions of Interest from interested persons to be the independent chairperson of the Committee where there is a vacancy or an impending vacancy.

The Councillor members of the Committee will prepare a shortlist, conduct interviews and make a recommendation to Council on the appointment of the independent chairperson.

The list of all Expressions of Interest considered by the Committee will be provided to Council.

The independent chairperson is to be appointed for a two-year term with an option for a further two, one-year term extensions by mutual consent with Council.

The independent chairperson cannot be a Councillor or member of Council staff. Former Councillors or Council officers must have at least five-years separation from Bass Coast Shire Council to be considered for appointment.

The independent chairperson is entitled to vote on recommendations put before the Committee.

6. Meetings

The CEO Employment Matters Committee will meet at least two times a year, with authority to convene additional meetings, as circumstances require.

Meeting agendas will be prepared and provided at least five days in advance to members, along with appropriate briefing materials.

Minutes will be prepared and distributed to the CEO Employment Matters Committee following the meeting.

A record of the CEO Employment Matters Committee meeting will be presented to a closed Council meeting following circulation of the minutes.

7. Responsibilities

Clear roles and responsibilities provide clarity on the expectations of those involved in the CEO employment and remuneration process, including the role of the CEO Employment Matters Committee.

Committee Members:

Committee members are responsible for:

- Attending Committee meetings
- Undertaking the duties of the Committee as set out in the CEO Employment and Remuneration Policy, the Local Government Act 2020, any relevant Regulations and this Charter including:
    - Developing and recommending performance criteria and undertaking the annual review of the CEO.
    - Identifying and recommending appropriate development opportunities for the CEO.
    - Making recommendations on the CEO's Total Remuneration Package and remuneration reviews.
    - Ensuring that the Committee adheres to statutory obligations and Council's policies and procedures, including equity and fairness.
    - Seeking independent expert advice as required to facilitate the duties as set out in the CEO Employment and Remuneration Policy.
    - Making recommendations to Council when appointing a recruitment firm, determining CEO selection criteria and developing the CEO contract.
    - Making a recommendation to Council on the CEO's contract expiry.
    - Making a recommendation to Council on the selection and appointment of an Acting CEO for periods exceeding 28 days.
    - Advising of any conflicts of interest.

Independent Member

In addition to their responsibilities as a Committee member, the independent member must:

- Chair the meetings
- Set the agenda for the Committee meetings in consultation with other members.
- Oversee a feedback process for Councillor input on CEO performance reviews.

Chief Executive Officer

- Attending Committee meetings as required
- Participating in regular performance reviews
- Providing relevant information to the Committee in a timely manner
- Advising the Council in instances where an Acting CEO is to be appointed under delegation during the temporary absence of the CEO, in accordance with approved delegations.

Councillors

- Providing feedback as requested on CEO performance reviews.

8. Fees

Council will pay a set fee per meeting to the independent chairperson. The amount of the fee has regard to the specific roles and responsibilities the chairperson will undertake and will be consistent with the fee paid to the chairperson of the Audit and Risk Committee.

The chairperson fee will be paid to the chairperson of the CEO Employment Matters Committee immediately following the scheduled committee meetings, upon receipt of an invoice from the chairperson. This amount is inclusive of all out of pocket expenses.

An agreed additional fee will be paid to the independent chairperson for every meeting attended that exceeds the required two meetings in any one year.

9. Support

To facilitate the operation of the CEO Employment Matters Committee, the Chief Executive Officer's delegate has responsibility to provide:

- Information and any necessary training for members in relation to their responsibilities under the *Local Government Act 2020*.
- Officer advice in respect of matters before the CEO Employment Matters Committee.
- Secretariat and logistical support to the CEO Employment Matters Committee, including preparation of Council reports as required.

Reference to other documents

The Local Government Act 2020

The Chief Executive Officer Employment and Remuneration Policy.

Review process

Council will review this Charter every four years within a period of 12 months following the general election.

Revision History

Date	Version	Revision Description	Administered
15 December 2021	1	Adopted	Council
15 April 2026	2	Review	Council