

1. PURPOSE

The Chief Executive Officer Employment and Remuneration Policy of Horsham Rural City Council is 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:

- 1.1 the recruitment and appointment of the Chief Executive Officer;
- 1.2 approving the Contract of Employment entered into between Council and the Chief Executive Officer;
- 1.3 the provision of independent professional advice in relation to the matters dealt with in this Policy;
- 1.4 the monitoring of the Chief Executive Officer's performance;
- 1.5 an annual review of the Chief Executive Officer's performance; and
- 1.6 determining the Chief Executive Officer's remuneration.

2. INTRODUCTION

This Policy outlines the mechanisms which support Council in fulfilling its obligations regarding the CEO's employment and under the Act. Council will establish a CEO Employment and Remuneration Committee for this purpose that may consist of all councillors or a subgroup of councillors (see Section 4.1)

The aims of Council (including via the Committee) in relation to this Policy are to:

- 2.1 establish the Committee;
- 2.2 provide processes for the recruitment of a natural person, and their appointment, to the position of CEO;
- 2.3 draft and approve the Contract of Employment entered into between Council and the CEO;
- 2.4 seek and be guided by independent professional advice in relation to the matters dealt with in this Policy;
- 2.5 provide processes for determining and reviewing the CEO's Remuneration Package;
- 2.6 provide processes for the monitoring of the CEO's performance including setting the Performance Plan and conducting an annual review;
- 2.7 determine, whether any variations to the Remuneration Package, and terms and conditions of employment of the CEO are required.

The aims of the CEO in relation to this Policy are to:

- 2.8** work collaboratively with the Committee in determining the Performance Plan on an annual basis;
- 2.9** actively participate in the performance appraisal process as required by the Committee;
- 2.10** make use of constructive feedback from Councillors and Committee Members in relation to performance appraisals;
- 2.11** undertake professional development on an as needed basis, or as part of the Performance Plan; and
- 2.12** 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.

3. SCOPE

This policy applies to all Councillors, Council staff and peoples involved in matters pertaining to:

- 3.1** the establishment and duties of the CEO Employment and Remuneration Committee;
- 3.2** the recruitment and appointment of the CEO;
- 3.3** the contract of employment between Council and CEO;
- 3.4** the remuneration package provided to the CEO; and
- 3.5** the Performance Plan and Annual Review Report for the CEO.

4. PRINCIPLES

4.1 CEO Employment and Remuneration Committee

- 4.1.1** Council will establish a CEO Employment and Remuneration Committee.
- 4.1.2** The Committee will be an advisory committee to Council.
- 4.1.3** The purposes of the Committee are to consider, and make recommendations to Council with respect to, the:
 - selection and appointment of the Independent Advisor when required;
 - independent advice received from time to time from the Independent Advisor;
 - performance monitoring of the CEO, including with respect to achievement of the KPIs;
 - annual review of the CEO's performance, including against the KPIs;
 - CEO's remuneration;
 - recruitment and appointment of a CEO, if required;
 - provisions to be included in the Contract of Employment from time to time;
 - implementation of this Policy.

4.1.4 The Committee will include all Councillors.

4.1.5 The Committee is to be chaired by:

- an Independent Advisor, if appointed and present,
- the Mayor; or
- if the Mayor is absent, a Councillor who is present at the Committee meeting and is appointed by the members of the Committee who are also present.

4.1.6 The Committee is to hold meetings quarterly to:

- prepare documentation relevant to the CEO's employment and remuneration, including Council reports and contractual documents, for the approval of Council;
- conduct and maintain appropriate records regarding performance reviews of the CEO; and
- review the Remuneration Package and conditions of employment of the CEO,

4.1.7 The Committee will provide a report to a Confidential Meeting of Council following each meeting describing its activities and making recommendations about any action to be taken by Council.

Where any item in the report relates to a Council resolution regarding recruitment, appointment, reappointment, or contract of employment of the CEO, the item will not be reported in the Minutes of the Council Meeting until the matter has been determined by Council, in accordance with Section 125 of the Local Government Act 2020.

4.1.8 The Committee will determine its procedures at its first meeting, which will include:

- the rules for its meetings, noting that whilst meetings should be conducted with as little formality and technicality as appropriate to fulfil the Committee's purposes the rules must outline how recommendations will be voted and resolved upon to ensure clear decision-making and outcomes;
- quorum, provided that the quorum is not less than the Mayor and three Councillors;
- means of attendance at Committee meetings (e.g. in person or electronically); and
- the taking of the minutes of the Committee meetings, and will communicate the procedures to Council.

4.2 Recruitment of CEO

4.2.1 The Committee will establish and manage the process to recruit the CEO, designed to ensure that Council can select the best available candidate from a short list of preferred candidates (with or without a recommendation from the Committee).

4.2.2 The Committee will determine, and make a recommendation to Council, as to:

- whether there is a need to engage an Executive Search Consultant to run the recruitment process; and, if so
- the Executive Search Consultant to be appointed to run the recruitment process.

- 4.2.3** If an Executive Search Consultant is engaged, the Committee must liaise with the Executive Search Consultant in connection with the recruitment process. The committee must be presented with the full list of applicants received by the Consultant, before determining any shortlist and/or a recommendation for consideration by Council. The chair of the CEO Employment and Remuneration Committee will be liaison person with the Executive Search Consultant on behalf of the committee.
- 4.2.4** The Committee must have regard to Council’s Recruitment Policy when considering the recruitment of the position of CEO to:
- ensure that the recruitment decision is based on merit;
 - support transparency in the recruitment process and the public advertising of the position; and
 - ensure that regard is had to gender equity, diversity and inclusiveness.
- 4.2.5** The Committee will decide if the Executive Search Consultant publicly advertises the CEO role.
- 4.2.6** 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.
- 4.2.7** The Committee must provide a report and recommendation to Council so that each key decision identified in the schedule prepared under paragraph 4.2.6 can be made by resolution of Council.
- 4.2.8** The recruitment of the CEO must be made by resolution of Council and remains confidential until Council has determined, via resolution, that it can be made public.

4.3 Appointment of the CEO

- 4.3.1** 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 with the support of the Committee to negotiate and finalise the Contract of Employment.
- 4.3.2** The Committee will provide a recommendation to Council on the provisions to be contained in the proposed Contract of Employment.
- 4.3.3** The appointment of the CEO must be made by a resolution of Council and remains confidential until the contract is signed as per Clause 4.11.

4.4 Reappointment of the CEO

- 4.4.1** At least 6 months prior to the expiry of the current CEO’s Contract of Employment, the Committee will provide a recommendation to Council on:
- whether the CEO should be reappointed under a new Contract of Employment; and
 - if the recommendation is to reappoint the CEO, the proposed provisions of the further Contract of Employment, and
 - authorise remuneration benchmarking of equivalent CEO’s remuneration packages to inform the CEO’s reappointment contract negotiations, and

- authorise the Mayor and the Independent Advisor (if appointed) to commence the Contract of Employment negotiations.

4.4.2 Any reappointment of the current CEO must be made by a resolution of Council and remains confidential until the contract is signed as per Clause 4.11.

4.5 Contract of Employment

4.5.1 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).

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

- the employment term, which must not exceed 5 years in accordance with section 44(2) of the Act;
- the responsibilities and duties of the position, including compliance with the Act and the Code of Conduct;
- the conflict of interest management requirements;
- the CEO's Remuneration Package and other entitlements;
- any legislative and contractual obligations, including those during and continuing after appointment;
- the CEO's leave entitlements;
- dispute resolution procedures;
- processes for managing unsatisfactory performance;
- processes for early termination, including notice of termination provisions; and
- any other matters required to be contained in the Contract of Employment by the Regulations.

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

4.6 Remuneration and Expenses

4.6.1 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):

- any statement of policy issued by the Government of Victoria which is in force with respect to its wages policy (or equivalent); and
- any Public Sector Wages Determination.

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

4.6.3 Expenses incurred by the CEO will be reimbursed in accordance with any specific requirements within the CEO Contract

4.7 Performance monitoring

- 4.7.1** Council will adopt an annual Performance Plan for the CEO, which will include KPIs. The Performance Plan must be developed collaboratively between the CEO and the Committee.
- 4.7.2** The CEO is to provide progress reports against the Performance Plan to the Committee on a quarterly basis.
- 4.7.3** The Committee may meet with the CEO following each progress report to discuss the matters contained in the progress report.
- 4.7.4** Within 6 months of the new CEO's term, a workshop with Councillors and the CEO should be coordinated so that:
- 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;
 - Councillors can provide feedback to the CEO on their perspective of the CEO's performance during the initial period; and
 - Council and CEO can agree to projects and priorities for inclusion in the CEO's Performance Plan and KPIs.
- 4.7.5** Nothing in this Policy prevents the Committee and/or Council from monitoring the CEO's performance on an ongoing basis.

4.8 Annual review

- 4.8.1** In preparation for Council's review, the Committee is required to submit an annual review report (**Annual Review Report**) to Council which includes recommendations on the following:
- whether, and to what extent, the CEO has met the KPIs under the Performance Plan;
 - whether any KPIs or other criteria ought to be varied under the Performance Plan; • whether the Remuneration Package ought to be varied; and
 - any other necessary matters.
- 4.8.2** The Committee will submit the Annual Review Report to Council only after meeting with the CEO to discuss the Committee's proposed recommendations.
- 4.8.3** Council shall, after receipt of the Annual Review Report, review the recommendations in the Annual Review Report and advise the CEO of the outcomes of the review process.

4.9 Independent advice

- 4.9.1** An 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.
- 4.9.2** The Committee may appoint an Independent Advisor, and determine:
- the term of appointment of the Independent Advisor; and
 - the remuneration of the Independent Advisor.

The Committee must follow a process to seek experienced and suitably qualified persons and the Independent Chair/Advisor but must not be the Executive Search Consultant appointed by Council to assist in the recruitment process.

4.9.3 The Committee can, as needed, obtain additional independent professional advice in relation to the matters dealt with under this Policy.

4.9.4 The Mayor will be the liaison person in respect of (a) Council seeking further advice and (b) the Committee seeking further advice from other sources.

4.10 Interaction with Act and Regulations

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

4.11 Confidentiality

4.11.1 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.

4.11.2 All committee minutes, negotiations and details of the CEO's employment contract will remain confidential.

4.11.3 Council resolutions to appoint or reappoint the CEO may only be released into the open Council minutes once the employment contract is signed.

4.11.4 Council resolutions to recruit a new CEO may only be released into the open Council minutes once the Council has determined, via resolution, that it can be made public.

4.12 Delegations

4.12.1 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).

4.12.2 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).

5. COMMUNICATION

Placed on Intranet/HRCC Website and Councillor Portal.

6. RESPONSIBILITY

Policy Owner: Manager People and Performance

7. DEFINITIONS

Term	Meaning
Act	Act means the Local Government Act 2020.
Annual Review Report	Annual Review Report has the meaning given in paragraph 4.8.1.
Chief Executive Officer	Chief Executive Officer or CEO means the Chief Executive Officer of Horsham Rural City Council.
Committee	Committee means the CEO Employment and Remuneration Committee established under this Policy.
Contract of Employment	Contract of Employment means the contract of employment between Council and the CEO, including any schedules.
Council	Council means Horsham Rural City Council.
Councillors	Councillors means the individuals holding the office of a member of Horsham Rural City Council.
Council meeting	Council meeting has the same meaning as in the Act.
Executive Search Consultant	Executive Search Consultant means a consultant with specialist expertise in sourcing and evaluating candidates for senior executive roles.
Independent Advisor	Independent Advisor means a consultant appointed by the Committee from time to time to provide independent advice or appointed as Independent Chair of the CEO Employment and Remuneration Committee in accordance with section 45(2)(a) of the Act.
KPIs	KPIs means Key Performance Indicators or performance criteria however described.
Mayor	Mayor means the Mayor of Horsham Rural City Council.
Performance Plan	Performance Plan means the annual performance plan setting out KPIs for the CEO.
Policy	Policy means this <i>CEO Employment and Remuneration Policy</i> adopted in accordance with section 45 of the Act.
Public Sector Wages Determination	Public Sector Wages Determination means any Determination that is currently in effect under section 21 of the <i>Victorian Independent Remuneration Tribunal and Improving Parliamentary Standards Act 2019</i> in relation to remuneration bands for executives employed in public service bodies.
Recruitment Policy	Recruitment Policy means the recruitment policy adopted by the CEO under section 48(2) of the Act.
Regulations	Regulations means the Regulations made under Division 7 of Part 2 of the Act.
Remuneration Package	Remuneration Package means the total gross remuneration package paid to the CEO pursuant to the Contract of Employment.
Resolution	Resolution means a resolution of Council made at a properly constituted Council meeting.

8. SUPPORTING DOCUMENTS

Document	Location
HRCC Recruitment Policy	Intranet
Local Government Act 2020	https://www.legislation.vic.gov.au/in-force/acts/local-government-act-2020/003

9. DOCUMENT CONTROL

Version Number	Approval Date	Approval By	Amendment	Review Date
01	13 December 2021	Council	• New Policy	31 December 2025
02	26 September 2022	Council	Revised Policy to include that an independent Advisor may Chair the Committee and additional wording around confidentiality of the process	26 September 2026
2.1	March 2023	n/a	New logo	26 Sept 2026