[redacted]

23 Confidential Reports for Council (Chief Executive Officer's Reports)

23.1 CEO Employment Contract [S90(3) (a)]

[redacted]

CONFIDENTIAL

[redacted]

'THAT COUNCIL

1. Establishes pursuant to section 41 of the *Local Government Act 1999 (SA)* a committee of Council, the CEO Tenure Review Committee, with a membership comprising:

   1.1. The Lord Mayor

   1.2. The Deputy Lord Mayor

   1.3. A third member of Council, as appointed by Council.

[redacted]

[redacted]

4. Adopts the CEO Tenure Review Committee Terms of Reference as contained in Attachment A to Item 23.1 on the Agenda for the meeting of the Council held on 8 September 2026, subject to the amendments as agreed by Council.

[redacted]

City of Adelaide
Chief Executive Officer Tenure Review Committee
Terms of Reference
as Adopted [DATE]

1. **Preamble**

1.1. The Chief Executive Officer Tenure Review Committee (Committee) is established under section 41 of the *Local Government Act (SA)1999* (the Act).

1.2. The Committee may be wound up at any time by resolution of the Council.

1.3. The Committee is formed under Section 41 of the Local Government Act 1999 (SA) (the Act) to advise and determine matters relating to the Chief Executive Officer (CEO) tenure as delegated by Council and contained within these Terms of Reference.

2. Purpose and Functions of the Committee

2.1. The CEO Tenure Review Committee is established under section 41 of the Local Government Act 1999 (SA) to undertake a structured, evidence-based review of the Chief Executive Officer's tenure prior to the expiry of their contract and to provide a formal recommendation to Council on whether to:

2.1.1. Reappoint the CEO, or

2.1.2. Not reappoint and initiate recruitment at an appropriate time.

2.2. The Committee is to ensure the process is merit-based, future-focused, and compliant with the *Local Government Act 1999 (SA)*, the *City of Adelaide Act 1998*, and other Council policies and guidelines.

2.3. Committee responsibilities include overseeing the CEO tenure review process and ensuring the process is fair, defensible, and free from political bias.

2.4. In undertaking this role, the Committee will conduct a comprehensive review of the CEO's tenure, including performance, leadership, organisational impact, and future strategic fit and:

2.4.1. Consider the expiry, extension, variation, renewal or replacement of the CEO's employment contract.

2.4.2. Consider the leadership requirements of the City of Adelaide over the forthcoming contract period.

2.4.3. Review evidence regarding CEO performance and organisational outcomes.

2.4.4. Consider governance, workforce, succession and market-related factors relevant to Council's decision.

2.4.5. Consider organisational renewal vs continuity.

2.4.6. Make recommendations to Council regarding the appropriate future employment arrangements for the CEO.

CEO Employment Contract Review

2.5. The Committee shall:

2.5.1. Confirm relevant legislative, governance and contractual requirements relating to the CEO's tenure, appointment and employment.

2.5.2. Review the existing CEO Employment Agreement.

2.5.3. Consider whether Council should:

- allow the contract to expire,
- vary or extend the contract, or
- commence a recruitment process for a new CEO.

2.5.4. Consider strategic, organisational and governance implications associated with each option.

2.5.5. Assess the CEO's suitability for the next phase of the City's strategic agenda.

2.5.6. Consider succession planning implications.

2.5.7. Obtain independent legal, governance, executive recruitment or human resource advice where required.

2.5.8. Make recommendations to Council regarding future employment arrangements.

Strategic Fit Assessment

2.6. In considering future employment arrangements, the Committee will assess:

2.6.1. Alignment between the CEO's leadership capabilities and the strategic direction of the City.

2.6.2. Delivery of key strategic initiatives contained withing the City of Adelaide Strategic Plan.

2.6.3. Organisational capability and maturity requirements.

2.6.4. Relationships with Council, State and Federal Government, and strategic stakeholders.

2.6.5. Emerging opportunities and challenges likely to arise during the next contract period, such as State Government priorities, economic trends and matters identified by ESCOSA.

Performance Assessment (using CEOPRP Information)

2.7. The Committee shall consider:

2.7.1. CEO Performance Review Panel outcomes.

2.7.2. Annual performance review reports.

2.7.3. KPI achievement assessments.

2.7.4. 360-degree review outcomes.

2.7.5. Advice from independent reviewers engaged by the CEO Performance Review Panel (CEOPRP).

2.8. The Committee will not duplicate performance review activities previously completed by the CEOPRP unless Council directs otherwise.

Succession and Market Assessment

2.9. The Committee may:

2.9.1. Consider succession planning options.

2.9.2. Assess the relative benefits and risks of continuity versus leadership change.

2.9.3. Obtain information regarding executive recruitment market conditions.

2.9.4. Obtain independent executive recruitment advice.

3. Reporting

3.1. The Committee reports directly to the Council. This is by way of reports and recommendations documented as minutes of the Committee meeting.

3.2. A final report on the assessment of the CEO is to be forwarded to the Council for consideration.

3.3. The Committee shall provide Council with:

3.3.1. The evidence considered.

3.3.2. Available employment options.

3.3.3. Associated risks and benefits.

3.3.4. A recommendation regarding future CEO employment arrangements.

3.4. The final determination regarding CEO employment arrangements remains a matter for Council.

3.5. No public reporting will occur until Council has made a final decision.

4. Delegations

4.1. The Committee has authority to:

4.1.1. Obtain independent legal advice.

4.1.2. Obtain independent human resource advice.

4.1.3. Obtain independent executive search or recruitment advice.

4.1.4. Seek feedback from relevant stakeholders (internal or external) where appropriate.

4.1.5. Access confidential performance data, KPIs, and organisational metrics.

4.1.6. Request information and reports relevant to CEO employment arrangements from the CEOPRP, CEO and Administration.

4.1.7. Develop evaluation criteria and processes for consideration of future CEO employment arrangements.

4.1.8. Make recommendations to Council regarding CEO employment arrangements.

4.1.9. Determine a schedule of meetings to be held in the Colonel Light Room, Town Hall, Adelaide.

4.2. The Committee does not have authority to appoint the CEO. Final decisions rest solely with the Council.

5. Membership

5.1. The membership of the Committee is comprised of three members

5.1.1. The Lord Mayor

5.1.2. The Deputy Lord Mayor

5.1.3. One (1) member of Council

5.2. The required quorum shall be a minimum of two members of the CEO Tenure Review Committee. A quorum must be present within 30 minutes of the scheduled start time for the meeting to proceed.

5.3. Members must notify the Chair of non-attendance of a meeting.

5.4. Members of the Committee may be removed from the Committee by Council resolution at any time.

5.5. The Committee may seek advice from the independent members of the CEOPRP and may invite them to attend meetings in an advisory capacity, without voting rights.

5.6. Note: Section 41 Committees are dissolved at the end of each Council term.

6. Presiding Member (Committee Chair)

6.1. The Presiding Member will be the Lord Mayor, and the deputy Presiding Member will be the Deputy Lord Mayor (to be known as the Chair and Deputy Chair).

6.2. If the Presiding member is absent from a meeting, the Deputy Presiding Member will preside.

6.3. The Chair will:

6.3.1. Oversee the orderly conduct of meetings in accordance with the Act and the City of Adelaide Meeting Procedures.

6.3.2. Ensure that the Guiding Principles at Regulation 4 are observed and that all Committee members have an opportunity to participate in discussions openly and responsibly.

6.3.3. Ensure that when a matter has been debated significantly, and no new information is being discussed, call the meeting to order and move the debate towards finalisation.

6.4. The Chair is not excluded from the debate and may add to the debate nearing its end (so as not to 'lead from the Chair').

6.5. The Chair has a deliberative vote and does not have a casting vote.

6.6. The Chair shall present the Committee's recommendation to Council.

7. Meeting details

7.1. The Committee is delegated to determine a schedule of meetings to be held in the Colonel Light Room, Town Hall, Adelaide.

7.2. Where the schedule of meetings has not been determined, the COO is authorised to call a meeting after liaison with the Presiding Member.

7.3. The COO is authorised to vary the meeting schedule (including the commencement time, meeting place, date or cancellation of a meeting) after liaison with the Presiding Member.

7.4. The COO shall provide sufficient administrative resources to the Committee to enable it to carry out its functions adequately.

7.5. Meetings will be held in confidence under Section 90 of the Local Government Act 1999.

8. Meeting procedures

8.1. Meetings of the Committee will be held in accordance with:

8.1.1. *Local Government Act (SA) 1999*.

8.1.2. Parts 1, 2 and 4 Local Government (Procedures at Meetings) Regulations 2013.

8.2. Where these guiding documents are silent, the Committee will consider and determine its meeting practice, processes, and procedures within the parameters of the Act.

8.3. The format of the Committee should be less structural and formal than a Council meeting. This will then allow more time for a full discussion on the issues being considered by the Committee.

8.4. Regulation 20 is to be adopted, that is, short-term suspension of proceedings be enacted (where appropriate) to allow more time for a full discussion on the issues being considered.

9. Conduct and Interests of Committee Members

9.1. All members of the Committee must comply with chapter 5, part 4 of the Act relating to Conduct and Disclosure of Interests.

10. Confidentiality

10.1. The Committee shall conduct its business with regard to confidentiality requirements associated with employment matters, contractual discussions and personal information, consistent with the *Local Government Act 1999 (SA)* and any Council confidentiality orders.

11. Revision History – 2022-2026 Term of Office

In Response to:	**Revision to CEO Tenure Review Committee Terms of Reference**