

## Chief Executive Review Committee Terms of Reference

<b>Policy</b>	COM-CEO: Chief Executive Review Committee
<b>Version</b>	Version 1.1
<b>Date in force</b>	June 2018
<b>Planned review</b>	June 2020

### Constitution

The Chief Executive Review Committee ("the Committee") is a committee of Council with the specific delegated powers as set out in this Terms of Reference.

### Objectives

The Committee acts on behalf of Council in all dealings with the CE on matters relating to terms of employment, key performance measures and disciplinary matters.

### Membership

Membership of the Committee is reviewed annually at the first Council meeting following the AGM. The Committee shall consist of the President, Vice President, and two Councillors.

The Chair of the Committee is the President and in his/her absence the Vice President.

Any member who ceases to be a Councillor ceases to be a member of the Committee.

### Responsibilities

1. From time to time negotiate and amend as necessary the key performance objectives of the CE
2. Report on a confidential basis the performance of the CE against the key performance objectives
3. At the appropriate time, conduct a review of the CE's overall performance and make recommendations to Council on remuneration and appropriate bonus payments.
4. Monitor and where necessary act on any other matters relating to the conditions of employment of the CE.

### Council Policies

Review this Terms of Reference annually prior to the Annual General Meeting and recommend any updates as/if required for Council to consider at its subsequent meeting.

### Other Matters

Consider any other matters referred to the Committee by Council.

### Authorities

The Committee shall have the authority to seek any information it requires from any employee of the Society.

The Committee is authorised to obtain such independent professional advice as it considers necessary at expense of the Society.

The Committee is authorised to make reasonable arrangements as it considers necessary for travel, accommodation, meals and meeting facilities for members of the Committee, advisers to the Committee and staff at the expense of the Society.

The Committee must exercise the powers delegated to it in accordance with any directions of Council.

The Committee can invite other parties to attend meetings from time to time as circumstances require.

The Committee may initiate special investigations as it sees fit in relation to matters set out in this Terms of Reference or as directed by Council, or the President.

## **Reporting**

In addition to the annual review of the CE's overall performance, the Chair shall verbally update Council on CE performance matters in 'Council alone' time as required.

## **Communication**

The President and Vice President, with the support of the other committee members when required, shall maintain direct lines of communication with the Chief Executive throughout the year on a regular basis.

## **Review**

This Terms of Reference document and the performance of the Committee shall be subject to biannual review by Council.