

**ADELAIDE HILLS COUNCIL
ORDINARY COUNCIL MEETING
Tuesday 23 September 2025
CONFIDENTIAL AGENDA BUSINESS ITEM**

Item: 19.1

Responsible Officer: Zoë Gill
Executive Governance Officer
Office of the CEO

Subject: CEO PRP Independent Member Appointment and Presiding Member Appointment

For: Decision

1. CEO PRP Independent Member Appointment and Presiding Member Appointment–Exclusion of the Public

Pursuant to section 90(2) of the *Local Government Act 1999* the Council orders that all members of the public, except:

- Chief Executive Officer, Greg Georgopoulos
- Director Environment & Infrastructure, Jade Ballantine
- Director Corporate Services, Gary Lewis
- Executive Governance Officer, Zoë Gill
- Governance Officer, Skye Ludzay
- Minute Secretary, Georgie McKeon
- IT Support, Tom Portas

be excluded from attendance at the meeting for Agenda Item 19.1: (CEO PRP Independent Member Appointment and Presiding Member Appointment) in confidence.

The Council is satisfied that it is necessary that the public, with the exception of Council staff in attendance as specified above, be excluded to enable Council to consider the report at the meeting on the following grounds:

Section 90(3)(a) of the *Local Government Act 1999*, the information to be received, discussed or considered in relation to this Agenda Item is:

- Information the disclosure of which would involve the unreasonable disclosure of information concerning the personal affairs of any person (living or dead);

Accordingly, on this basis the principle that meetings of the Council should be conducted in a place open to the public has been outweighed by the need to keep the information and discussion confidential.

2. CEO PRP Independent Member Appointment and Presiding Member Appointment – Confidential Item

SUMMARY

The purpose of this report is to seek Council's appointment of the Independent Member of the CEO Performance Review Panel (the Panel) and the Presiding Member of the Panel.

The Panel's Terms of Reference (TOR) provide that the Panel will consist of 5 members, comprising the Deputy Mayor, three Council Members (not being the Mayor) and one independent member.

On 22 July 2025 Council resolved to commence a recruitment process for one (1) Independent Member position, formally also the Presiding Member of the Panel, with the term commencing prior to the 15 October 2025 CEO Performance Review Panel meeting.

The recruitment process has now concluded.

RECOMMENDATION

Council resolves:

Decision 1 – appointing independent member

- 1. To receive and note the CEO Performance Review Panel Independent Member Appointment Report.**
- 2. To note that Hannah Wandel is the Selection Panel's preferred candidate to the position of CEO Performance Review Panel Independent Member.**
- 3. To appoint Hannah Wandel to the position of CEO Performance Review Panel Independent Member for a term to commence from 24 September 2025 until 24 September 2028 (inclusive).**

Decision 2 – Appointing presiding member

Option 1- *(required if one candidate indicates intention to nominate)*

- 1. To appoint _____ to the position of CEO Performance Review Panel Presiding Member to commence 24 September 2025 and conclude on 12 November 2026 (inclusive).**

Option 2 *(required if more than one candidate indicates intention to nominate)*

- 1. To determine that the method of selecting the CEO Performance Review Panel Presiding Member be by an indicative vote to determine the preferred person for the position utilising the process set out in this Agenda report.**
- 2. To adjourn the Council meeting for the purposes of seeking nominations for and, if necessary, conducting an indicative vote to determine the preferred person for the CEO Performance Review Panel Presiding Member role and for the meeting to resume once the results of the indicative vote have been declared.**

Option 3 *(required if meeting adjourned)*

1. To appoint _____ to the position of CEO Performance Review Panel Presiding Member to commence 24 September 2025 and conclude on 12 November 2026 (inclusive).
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1. BACKGROUND

The membership of the CEO Performance Review Panel is addressed in Clause 5 of the TOR.

5. MEMBERSHIP

5.1 The Panel will be comprised of five (5) members as follows:

5.1.1 Deputy Mayor;

5.1.2 Three (3) Council Members (not being the Mayor); and

5.1.3 One (1) Independent Member, who is not an employee or the qualified independent person engaged pursuant to section 102A of the Act.

At the 23 January 2024 Council Meeting, Council appointed Ms Vanessa Godden as Independent Member of the CEO Performance Review Panel:

19.4.1 CEO Performance Review Panel Independent Member Appointment – Confidential Item

Moved Cr Chris Grant
S/- Cr Kirsty Parkin

13/24

Council resolves:

1. That the report be received and noted
2. To appoint Vanessa Godden to the position of CEO Performance Review Panel Independent Member for a term to commence from 19 January 2024 to 20 January 2027 (inclusive).

Carried Unanimously

At the 28 January 2025 Council Meeting, Council appointed Ms Vanessa Godden as the Presiding Member of the CEO Performance Review Panel:

12.7 CEO PRP Presiding Member Appointment

Ms Vanessa Godden was invited by the Chair to address the meeting.

Moved Cr Chris Grant
S/- Cr Melanie Selwood

15/25

Council resolves:

1. That the report be received and noted.
2. To appoint Ms Vanessa Godden to the position of CEO Performance Review Panel Presiding Member to commence 29 January 2025 and conclude on 10 December 2025 (inclusive).

Carried Unanimously

As of 9 July 2025, Ms Vanessa Godden resigned from office with her resignation effective immediately.

Thereafter, Council resolved to undertake a recruitment process and appointed Acting Mayor Nathan Daniell, Cr Kirsty Parkin and the Director Corporate Services and delegates as member of the Selection Panel.

12.5 CEO Performance Review Panel Independent Member Recruitment

Moved Cr Adrian Cheater
S/- Cr Leith Mudge

253/25

Council resolves:

1. That the report be received and noted.
2. To defer appointment of the Presiding Member of the CEO Performance Review Panel until after the Independent Member appointment is finalised.
3. To undertake a recruitment process for the selection of one Independent Member for the CEO Performance Review Panel, with the term commencing prior to 15 October 2025.
4. To appoint Acting Mayor Nathan Daniell, Cr Kirsty Parkin and the Director of Corporate Services (or delegates) as members of the CEO Performance Review Panel Independent Member Selection Panel.

Carried Unanimously

Advertisements for Expressions of Interest for CEO Performance Review Panel Independent Member were placed on SEEK, Careers in Council website and AHC's website for three weeks.

Council received a field of 13 candidates and the Selection Panel shortlisted four (4) candidates for interview and, where appropriate, referee checking. Two candidates withdrew their applications and the Panel interviewed 2 candidates. Of these interviews two (2) candidates were assessed as suitable for appointment, with a preferred candidate identified. Reference checks were conducted.

Once Council has appointed the new Independent Member to the Panel, it may wish to select the Presiding Member of the Panel.

2. ANALYSIS

➤ Strategic Management Plan/Functional Strategy/Council Policy Alignment

Strategic Plan 2024 – Your Place, Your Space

Goal 4 Organisation

Objective O2 Operate with integrity using best practice governance processes.

➤ Legal Implications

Section 41 of the *Local Government Act 1999* sets out the processes for the establishment of council committees. These committees may be formed to assist council in the performance of its functions; to enquire into matters; to provide advice to council and to exercise delegated powers, functions and duties. The CEO Performance Review Panel is a s41 committee.

Section 74 – General conflicts of interest of the Act set out the provisions regarding General Conflicts of Interest. In considering a General Conflict of Interest (COI), an impartial, fair-minded person might consider that the Council Member's private interests might result in the Member acting in a manner that is contrary to their public duty. For this matter, Council Members seeking to be appointed to the AHRWMA Board may have a General COI and should consider declaring the interest and acting in accordance with *s75B – Dealing with general conflicts of interest*.

Section 75 – Material conflicts of interest of the Act set out the provisions regarding Material Conflicts of Interest. In considering a Material Conflict of Interest (COI), a member of a council has a material conflict of interest in a matter to be discussed at a meeting of the council if a class of persons as defined in s75(1)(a-l) in the Act would gain a benefit, or suffer a loss, (whether directly or indirectly and whether of a personal or pecuniary nature) depending on the outcome of the consideration of the matter at the meeting. For this matter, Council Members seeking to be appointed to the AHRWMA Board may have a Material COI and should consider declaring the interest and acting in accordance with *s75C – Dealing with material conflicts of interest*.

Council's *Information or Briefing Sessions Policy* created under s90A(1) sets out the provisions for the conduct of an Information or Briefing Session such as the session recommended for the purposes of indicative voting. The above COI provisions do not apply to an Information Session, if it occurs

The TOR sets out the role, functions and membership provisions which are compliant with the provisions of s102A of the Local Government Act.

Under the TOR of the CEO PRP, Council must appoint both an Independent Member and a Presiding Member.

Clause 7 of the TOR outlines the role of the Presiding Member:

7. PRESIDING MEMBER

- 7.1 The Council will appoint the Presiding Member of the Panel.
- 7.2 The Mayor is ineligible to be appointed as Presiding Member.
- 7.3 The Council authorises the Panel to determine if there will be a Deputy Presiding Member of the Panel and, if so, authorises the Panel to make the appointment to that position for a term determined by the Panel.
- 7.4 If the Presiding Member of the Panel is absent from a meeting, the Deputy Presiding Member (if such position exists) will preside at that meeting. If no appointment to the position of Deputy Presiding Member has been made, or in the event that both the Presiding Member and the Deputy Presiding Member of the Panel are absent from a meeting of the Panel, then a member of the Panel chosen from those present will preside at the meeting, until the Presiding Member or Deputy Presiding Member, (if relevant) is present.
- 7.5 The role of the Presiding Member includes:
- 7.5.1 overseeing and facilitating the conduct of meetings in accordance with the Act and the Local Government (Procedures at Meetings) Regulations 2013 (the Regulations); and
 - 7.5.2 Ensuring all Panel members have an opportunity to participate in discussions in an open, transparent and informed manner.

➤ **Risk Management Implications**

The Council's consideration of the Independent Member membership of the CEO Performance Review Panel and appointment of a Presiding Member will assist in mitigating the risk of

Poor governance practices occur which lead to a loss of stakeholder (i.e. customer and regulator) confidence and/or legislative breaches.

Inherent Risk	Residual Risk	Target Risk
Extreme (5C)	Low (3E)	Low (3E)

➤ **Financial and Resource Implications**

The ongoing costs associated with Independent Members are the sitting fees paid for meeting attendance and any training-related costs. At its 28 August 2021 meeting Council resolved the sitting fees for Audit and Risk Committee and Panel Independent Members as follows:

Council resolves:

1. That the report be received and noted.
2. That in relation to the Audit Committee and the Chief Executive Officer Performance Review Panel:
 - a. To determine the sitting fees for Members, effective 1 December 2021, as follows:
 - i. Independent Presiding Member - \$575 (excl GST) per attended meeting.
 - ii. Independent Ordinary Member - \$450 (excl GST) per attended meeting.
 - iii. Authorised Training - \$75 (excl GST) per hour of training attended excluding travel time but with a travel allowance being paid at the standard Council rate.
 - b. That in the event that an Independent Ordinary Member is required to preside at a meeting in the absence of the Presiding Member, then that Member receives the \$575 (excl GST) sitting fee for that meeting.

Carried Unanimously

Independent members are paid a \$450 sitting fee per meeting. Should the Independent Member also be the Presiding Member or preside at the meeting then they are paid \$575 sitting fee per meeting. There are generally between 4-8 CEO PRP meetings each year although this can vary depending on requirements.

➤ **Customer Service and Community/Cultural Implications**

There is a high expectation that Council has appropriate governance and accountability mechanisms in place in relation to its meeting structures and that Council Committee members are competent and understand the role and functions of the committee and their individual obligations with regard to conduct.

➤ **Sustainability Implications**

Not applicable.

➤ **Engagement/Consultation conducted in the development of the report**

<i>Council Committees:</i>	Not Applicable
<i>Council Workshops:</i>	Not Applicable
<i>Advisory Groups:</i>	Not Applicable
<i>External Agencies:</i>	Not Applicable
<i>Community:</i>	Not Applicable

➤ **Additional Analysis**

A shortlist process was conducted by the Selection Panel, including fit with roles and functions of the Committee and with consideration to the diversity of the members.

After the interviews of shortlisted candidates, and reference checks, the Selection Panel has agreed to recommend Hannah Wandel for appointment as the Independent Members on the CEO Performance Review Panel.

The profile of the recommended candidate is as follows:

Accomplished senior executive and board director with extensive experience in governance, performance management, audit, and risk across government, corporate, and not-for-profit sectors. Skilled in advising boards and CEOs, and managing complex organisational responsibilities. Recognised by the Order of Australia and Australian of the Year Awards, reflecting a strong record of public service, leadership, and integrity.

The selection panel assessment and recommendation report has been provided to elected members.

Indicative Voting Process for Determining Council Appointed Positions

Due to the implications of the Material Conflict of Interest provisions under s75 (see Legal Implications above), it is proposed that the Council adjourn the meeting for the purposes of seeking nominations for and, if necessary, conducting an indicative vote (Indicative Voting Process) to determine the preferred persons for the appointment of the Presiding Member.

As the Indicative Voting Process involves discussion of a matter that is, or is intended to be, part of the agenda for a formal meeting of the Council or Council Committee, it is an Information or Briefing Session that should be open to the public for the purposes of s90A(3) and the *Information and Briefing Sessions Policy* (the Policy). As an Information or Briefing Session, the Chief Executive will conduct the meeting in accordance with the Policy.

The proposed Indicative Vote Process below is based on the Appointments to Positions Process contained in Clause 4.7 Council's *Code of Practice for Council Meeting Procedures* with modifications to suit the legislative requirements of the conflict of interest and Information or Briefing Session provisions.

The proposed Indicative Voting Process is:

1. On reaching the Agenda item, and prior to any motion being moved, the Mayor enquires as to how many members intend to nominate for the position of CEO PRP Presiding Member;
2. if only one (1) elected member indicates their candidacy, that member will declare a material conflict of interest and leave the meeting, whilst the Mayor invites a motion to appoint that member to the position (Decision 1);
3. the meeting will then deal with the motion;
4. if there are two (2) or more candidates, the Mayor will call for a formal motion to adjourn the meeting, until the conclusion of an informal secret ballot process (Decision 2);
5. once the meeting is adjourned, the Chief Executive Officer (or their delegate) will ask for confirmation of the candidates;
6. The method of voting will be by secret ballot utilising the preferential counting system;
7. Each Council Member (including the Mayor) shall have one vote;
8. Ballot papers will be provided to each Member;
9. The nominees' names will be drawn to determine the order on the ballot paper;
10. Each nominee will have two (2) minutes to speak in support of their candidacy. The speaking order will be as listed on the ballot paper.
11. Completed ballot papers will be collected by the Returning Officer and the count will be undertaken in a separate room with an observer (another Council staff member) present.

12. In the event of a tie, the result will be decided by the Returning Officer drawing lots, the candidate first drawn being the candidate excluded.
13. After all votes have been counted, the Returning Officer shall formally declare the result of the election.
14. The ballot papers will be shredded.

Council can then resolve for the preferred person to be nominated as the CEO PRP Presiding Member.

3. OPTIONS

Council has the following options:

- I. The Council may elect to support the recommendation for the Independent Member appointment and to appoint the Presiding Member.
- II. The Council may elect not to support the recommendation for the Independent Member appointments or appoint a Presiding Member. This decision would require further review of the shortlisted candidates or advertising again for an Independent Member and further interviews to be undertaken.

4. APPENDICES

Nil

3. CEO PRP Independent Member Appointment and Presiding Member Appointment – Duration of Confidentiality

Subject to the CEO, or his delegate, disclosing information or any document (in whole or in part) for the purpose of implementing Council's decision(s) in this matter in the performance of the duties and responsibilities of office, Council, having considered Agenda Item 19.1 in confidence under sections 90(2) and 90(3)(a) of the *Local Government Act 1999*, resolves that an order be made under the provisions of sections 91(7) and (9) of the *Local Government Act 1999* to retain the Items in confidence as detailed in the Duration of Confidentiality Table below:

Item	Duration of Confidentiality NB: Item to be reviewed every 12 months if not released
Report	Until the appointment has been confirmed.
Related Attachments	Not applicable.
Minutes	Until the appointment has been confirmed.
Other (presentation, documents, or similar)	Not applicable.

Pursuant to section 91(9)(c) of the *Local Government Act 1999*, the Council delegates the power to revoke the confidentiality order either partially or in full to the Chief Executive Officer.