

DRAFT TERMS OF REFERENCE
GLOUCESTERSHIRE AIRPORT – SHAREHOLDER
FORUM

The Gloucestershire Airport Shareholder Forum shall have the functions, powers and responsibilities set out below.

- Membership :** 8 (Quorum 4) Cheltenham Borough Council and Gloucester City Council
- Comprising:** Four representatives (1 voting Member and 3 officers) from each of Cheltenham Borough Council and Gloucester City Council
[XX] representatives from the Airport company shall also be entitled to attend and speak at Forum meetings but shall have no voting rights
- Requirement:** Two representatives, comprising 1 Member and 1 officer from each of Cheltenham Borough Council and Gloucester City Council, must be present for meetings to be quorate.
- Frequency of** 4 meetings per annum, subject to review, and special meetings may be called if necessary.
- Location** The location of Shareholder Forum meetings shall alternate between Cheltenham Borough Council offices, Gloucester City Council offices and Gloucestershire Airport offices.
- Chair** Meetings shall be chaired by a shareholder Member representative and the Chair will alternate annually between the Cheltenham Borough Council and Gloucester City Council shareholder Members. The Chair of a meeting shall not have a casting vote.
- Support** Support for arranging Shareholder Forum meetings, producing agendas and minutes and any other reasonable support shall be provided by the shareholding Council of the Chair of the relevant meeting. Each shareholder is responsible for ensuring that agendas and minutes of the Shareholder Forum and records of

decisions taken by shareholder Members are published in accordance with each shareholder's own processes

Voting **All decisions requiring shareholder approval must be unanimous and may only be taken by the shareholder Member representative of each Council.**

Role: **The Gloucestershire Airport Shareholder Forum has been established to provide a forum for the shareholding Councils to approve and oversee the performance of the Airport company and to enable the Airport's management to seek shareholder approval, where required.**

1. To approve the Airport Strategy.
2. To review the Airport Strategy, as and when required.
3. To receive and approve the Airport Business Plan each year.
4. To review the Airport Business Plan, as and when required.
5. To receive and approve the Airport Budget each year, provided such Budget is within the financial framework of both shareholding Councils.
6. To review the Airport Budget, as and when required.
7. To monitor performance of the Airport company against the approved Airport Strategy, Business Plan and Budget and to request any necessary remedial action where performance is not in accordance with the approved Airport Strategy, Business Plan or Budget.
8. To receive requests from the Airport company for any funding not within the approved Budget and to refer any such requests supported by the Shareholder Forum to each respective Council for decision.
9. To receive requests from the Airport company for greater commercial freedom and to refer any such requests supported by the Shareholder Forum to each respective Council for decision
10. To review and make recommendations to the Airport company on the Memorandum, Articles of Association and Shareholders' Agreement
11. To report on Airport company performance to each shareholding Council at least annually.

12. To provide a forum for communication between the Airport company and the shareholders, in particular on matters which impact the airport strategy and business plan delivery.

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