

## **WEST MIDLANDS SHAREHOLDERS AIRPORT COMMITTEE**

**TO BE HELD IN ROOM 6 COUNCIL HOUSE, BIRMINGHAM**  
**FRIDAY 20<sup>TH</sup> JULY 2018 AT 2PM**

### **A G E N D A**

1. **ELECTION OF CHAIRMAN**  
For the period ending with the Annual Meeting in 2019 (or earlier, as appropriate)

2. **ELECTION OF VICE-CHAIRMAN**  
For the period ending with the Annual Meeting in 2019 (or earlier, as appropriate)

3. **APOLOGIES**

**Attached**

4. **NOMINATION OF MEMBERS TO SERVE ON THE WEST MIDLANDS SHAREHOLDERS AIRPORT COMMITTEE**  
Report of Birmingham Council Adviser

**Attached**

5. **PROCESS FOR TAKING URGENT DECISIONS OUTSIDE OF MEETINGS**  
Report of Birmingham Council Adviser

**Attached**

6. **CONSTITUTION OF THE WEST MIDLANDS SHAREHOLDERS AIRPORT COMMITTEE**  
Report of Birmingham Council Adviser

7. **DATE OF NEXT MEETING**  
Meeting schedule to be arranged

Contact Officer:  
**Elaine Peach**  
District Adviser  
Birmingham City Council  
Tel: 0121 303 3938  
E-mail: [elaine.peach@birmingham.gov.uk](mailto:elaine.peach@birmingham.gov.uk)

**WEST MIDLANDS SHAREHOLDERS AIRPORT COMMITTEE  
20<sup>TH</sup> JULY 2018**

**NOMINATION OF MEMBERS TO SERVE ON THE WEST MIDLANDS  
SHAREHOLDERS AIRPORT COMMITTEE (“Airport Committee”)**

**1. Nominations received**

- 1.1 For information, set out below are the nominations received from West Midland District Councils to serve on the Airport Committee:

Birmingham City Council	Councillor I Ward
The Council of the City of Coventry	Councillor G Duggins
The Borough Council of Dudley	Councillor D Vickers
The Borough Council of Sandwell	Councillor S Eling
The Council of the Metropolitan Borough of Solihull	Councillor B Sleigh
Walsall Metropolitan Borough Council	Councillor A Andrew
City of Wolverhampton Council	Councillor R Lawrence

**2. Recommendation**

- 2.1 It is recommended that the nomination of Members for service on the Airport Committee as set out above be received and noted.

**Originating Officer:  
Elaine Peach  
District Adviser**

**WEST MIDLANDS SHAREHOLDERS AIRPORT COMMITTEE  
20<sup>TH</sup> JULY 2018**

**PROCESS FOR TAKING URGENT DECISIONS OUTSIDE OF MEETINGS**

**1. Background**

- 1.1 Urgent actions in relation to Birmingham Airport were previously taken between meetings of West Midlands Joint Committee (“Joint Committee”) with the agreement of each of the Districts’ Chief Executives or anyone authorised to act in the absence of the Chief Executive in consultation with the Chair or Vice chair of Joint Committee.

**2. Proposal**

- 2.1 Following the dissolution of Joint Committee and the establishment of West Midlands Shareholders Airport Committee (“Airport Committee”), it is proposed that urgent decisions be delegated between Airport Committee meetings to each of the Districts’ Chief Executives or anyone authorised by any District to act in the Chief Executive’s absence acting in consultation with the Chair or Vice Chair of the Airport Committee.
- 2.2 Such decisions are to be reported back to the next available Airport Committee meeting.

**3. Recommendation**

- 3.1 It is recommended that approval is given to:
- delegate urgent decisions in between meetings to Districts’ Chief Executives or anyone authorised by any District to act in the Chief Executive’s absence acting in consultation with the Chair or Vice Chair of the Airport Committee. Such decisions are to be reported to the next available Airport Committee meeting.

**Originating Officer:  
Elaine Peach  
District Adviser**

**WEST MIDLANDS SHAREHOLDERS AIRPORT COMMITTEE  
20<sup>TH</sup> JULY 2018**

**CONSTITUTION OF THE WEST MIDLANDS SHAREHOLDERS AIRPORT  
COMMITTEE (“Airport Committee”)**

**1. Background**

- 1.1 Attached at appendix 1 is the proposed constitution of the Airport Committee, which is in line with the agreed structure. This includes the process for taking urgent decisions outside of meetings set out in Agenda Item 5.
- 1.2 The draft constitution has been reviewed by the District legal officers.

**2. Recommendation**

- 2.1 It is recommended that the proposed constitution set out in Appendix 1 is adopted.

**Originating Officer**

**Elaine Peach  
District Adviser**

**CONSTITUTION OF THE WEST MIDLANDS SHAREHOLDERS AIRPORT  
COMMITTEE (“CONSTITUTION”)**

**1. Functions of the West Midlands Shareholders Airport Committee (“Committee”)**

- 1.1 The Committee is a Joint Committee of the Seven West Midlands Districts Councils Executives to exercise functions and powers relating to the Birmingham Airport Holdings Limited (“Company”).
- 1.2 Appoints officers (“Advisers”) to advise the Districts and the Committee on matter relating to the Company.
- 1.3 Exercises the powers and rights of the Districts as shareholders of the Company including the manner in which the Districts’ block shareholder vote is to be exercised.
- 1.4 Appoints and removes District directors.
- 1.5 Determines the manner in which the block vote is to be cast by any of the Districts’ directors.

**2. Administration of the Committee**

- 2.1 The Committee will be administered by the Birmingham Council Adviser (“Administrator”).
- 2.2 The Administrator will keep proper accounts of all costs and income related to the Committee activities.
- 2.3 The Administrator will apportion the net cost of the Committee between the Districts based on shareholding in the Company.

**3. Membership of the Committee**

- 3.1 The Committee shall comprise seven Voting Members (“Voting Members”), each District being entitled to appoint one Voting Member who shall be a member of the District making the appointment. In the event any Voting Member of the Committee ceases to be a member of the District which made the appointment, the District shall appoint another Voting Member.
- 3.2 The Committee shall appoint a Chair and Vice Chair from amongst its Voting Members at its first meeting of the municipal year. The appointments will be reviewed after the Chair and Vice Chair have held office for 12 months. In the event of absence of the Chair and Vice Chair a Chair will be appointed from those members present for that meeting.

3.3 Each District may appoint members of its District as a substitute voting member (“Substitute Voting Member”) to attend meetings of the Committee in the absence for any reason of the Voting Member. In attending meetings of the Committee the Substitute Voting Member shall be treated in all respects as if they were appointed as the Voting Member. The Administrator shall be informed prior to the commencement of the meeting of the names of Substitute Voting Members.

#### **4. Meetings of the Committee**

4.1 Six meetings of the Committee will be scheduled each year, with each of the following attending two meetings:

- The Company Chief Executive Officer and the Chief Financial Officer
- The Independent District appointed Adviser
- Key representatives of non District shareholders in the Company.

4.2 Two Councillors from each District shall be invited as observers to attend one of the scheduled meetings of the Committee each year to receive a presentation from the Company Chief Executive Officer and the Chief Financial Officer.

4.3 Further meetings may be arranged to be attended by Voting Members only if required.

#### **5. Voting and quorum**

5.1 All resolutions at the Committee are passed by a majority of the Voting Members present who between them represent Districts who hold at least 51% of the Districts’ total shareholding. This determines the quorum for a meeting. The Chair has a casting vote in addition to their vote as a Member

The Districts currently hold the following shareholding in the Company:

<b>Birmingham</b>	<b>38.1%</b>
<b>Coventry</b>	<b>11.8%</b>
<b>Dudley</b>	<b>11.4%</b>
<b>Sandwell</b>	<b>11.5%</b>
<b>Solihull</b>	<b>7.6%</b>
<b>Walsall</b>	<b>10.0%</b>
<b>Wolverhampton</b>	<b>9.6%</b>
<b>Total District Shareholding</b>	<b>100%</b>

5.2 The Committee may arrange for the discharge of their functions by each of the Districts’ Chief Executives or anyone authorised by any District to act in the Chief Executive’s absence acting in consultation with the Chair or Vice Chair of the Committee.

5.3 In the absence of a delegation of functions as provided for in 5.2 above, decision making between meetings is delegated to the Chair when a meeting cannot be convened in sufficient time, but those decisions are only to be implemented if

supported in writing by the signatures of all the Chief Executives of each of the 7 Districts. Such decision to be reported back to the next available Committee meeting.

6. **Standing orders and Revisions to Constitution**

- 6.1 For the purposes of conduct of meetings, the relevant Standing Orders are those of Birmingham City Council.
- 6.2 Any revisions to the Constitution require the unanimous agreement of all Districts.

Approved by the Airport Committee on