

APPENDIX B - SHAREHOLDER COMMITTEE TERMS OF REFERENCE – COMMITTEE TERMS OF REFERENCE EXTRACT

Number of members	5 (<u>must all be members of the Executive Committee</u>)
Politically Balanced Y/N	Y <u>N</u>
Quorum	3
Procedure Rules applicable	Council Procedure Rules (with the exception of Council Procedure rules 1, 4, 10, 14, 18.2, 20.1 and 22). <u>Executive Committee Procedure Rules</u>
Terms of Reference	<p>1) To approve Rubicon Leisure’s annual business plan. This should be determined in the financial year prior to the application of the plan.</p> <p>2) To approve the appointment of the Managing Director of Rubicon Leisure.</p> <p>3) To approve the dismissal / departure of the Managing Director of Rubicon Leisure.</p> <p>4) To monitor the performance of Rubicon Leisure.</p> <p><u>5) To monitor Rubicon Leisure’s budget position.</u></p> <p><u>6) Monitor Rubicon Leisure’s business affairs, finances and accounts.</u></p> <p><u>7) To oversee the strategic direction of Rubicon Leisure or proposed and adopted business plans and budgets for future years to be presented in draft as they are developed or the review of future service developments and opportunities.</u></p> <p><u>8) To consider the risks and opportunities faced by Rubicon Leisure and impact on the Council.</u></p>

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	<p><u>9) Reporting and making recommendations to Executive on areas outside of the Shareholder Committee's delegated authority.</u></p> <p>5)10) Reporting to Full Council annually on the performance of the trading activities of Rubicon Leisure.</p> <p><u>11) To undertake all other functions divested in the Committee as shareholder of Rubicon Leisure on behalf of the Council.</u></p> <p><u>12) Reviewing the Terms of reference annually and make any necessary recommendations to Executive.</u></p> <p>6)13) The Shareholder Committee will not have operational control over Rubicon Leisure. All decisions regarding the day to day operation and management of Rubicon Leisure rests with the Rubicon Leisure Board of Directors, which must ensure that Rubicon Leisure's business is conducted in accordance with the Shareholders' Agreement entered into between the Council and Rubicon Leisure and in accordance with the Rubicon Leisure Articles of Association.</p>
Special provisions as to the Chair	<p>To avoid any potential conflict, this should not be the relevant Portfolio Holder for Leisure and Cultural Services.</p> <p><u>The Chair must be a member of the Executive Committee.</u></p>
Special provisions as to membership	<p>To avoid any potential conflict the Portfolio Holder for Leisure and Cultural Services should not be a member of this Committee. Only Members of the Executive can sit as substitutes.</p> <p><u>In cases where there is a single party membership of the Executive Committee, the option is available to co-opt a Member from a different political group as a non-voting member of the Committee.</u></p>

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