



Saxton Bampfylde

Airport Coordination Limited
Appointment of Independent Chair
June 2019



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“ACL is focused on delivering coordination excellence through its people and its use of a sophisticated coordination system.”

INTRODUCTION

Airport Coordination Limited (ACL) was formed in 1992 as the world's first independent airport coordination organisation. It is a company limited by guarantee. Membership of the company is open to those airlines which are licensed by the UK Civil Aviation Authority (currently seven UK airlines). Each of these airlines is eligible to nominate a director (see below). ACL is independent of government and takes slot allocation decisions independently of its Members and airport customers.

The Company is responsible for slot coordination, schedule facilitation or schedule data collection at 25 UK airports, acting under the EU Slots Regulation and contracts with the airports. ACL also has regulatory powers to sanction aircraft operators for the deliberate and repeated misuse of slots at coordinated airports in the UK. Activities in the UK are carried out as a not-for-profit business.

ACL's commercial subsidiary, ACL International Coordination Limited (ACLI), provides similar data collection, facilitation and coordination at 14 airports outside the UK, including in Ireland, New Zealand, Poland and the UAE. ACL International also sells schedules data derived from UK and overseas airports and carries out consultancy projects. ACL International's revenue is now similar to that of the UK activities. Commercial activities are performed by the same team as the UK business. This work is carried out on a for-profit basis.

ACL's Board has seven non-executive directors, one from each of ACL's airline members, plus three independent non-executive directors and an Independent Chair. Each director has a single vote, while the Independent Chair has a casting vote, should one ever be required. There are two executive directors, the Chief Executive Officer and Finance Director, who is also the Company Secretary. The Chair of ACL also chairs ACLI's Board which is made up of a subset of directors from the ACL Board.

In line with the requirement of the EU Slots Regulation that coordinators act independently, the Board has no involvement in the Company's decisions on slot allocation or other day-to-day business matters. It works to ensure good governance, to provide challenge to management and to give guidance and make decisions on business strategy.

ACL is a relatively mature business operating in a complex and changeable industry with strong dependence on, and interaction with, government regulation. The regulatory environment is evolving in response to increasing scarcity of airport capacity in many developed countries, including the UK, and the prospect of new infrastructure such as the planned third runway at Heathrow. ACL helps to shape government regulation and the international industry's guidelines. It also has to work within regulations and guidelines at a period when challenges to its decisions are growing. Increasing monetisation and securitisation of the value of slots at the most constrained airports, notably Heathrow, is likely to increase the level of scrutiny of, and possible challenge to ACL's decisions.

ACLI is set for continued commercial growth as the aviation industry outside the UK expands and it exploits opportunities to commercialise the company's data and its coordination expertise.

The Company is focused on delivering coordination excellence through its people and its use of a sophisticated coordination system.

ACL's current Chair has reached the end of his term of office, which has been extended to allow for continuity at a time of change in the Board (two directors are retiring in 2019 and a new CEO joined the company less than a year ago). The Board is now seeking a new independent Chair to take over early in 2020.

For more details please visit our website <https://www.acl-uk.org/>

Headcount 36

Turnover £4m

Annual Slots 3.7 million flights carrying 550 million passengers

Airports 25 UK and 14 international





Airports in the ACL portfolio include:

Heathrow

Europe's busiest international airport

Dubai

the world's busiest international airport

Gatwick

the world's busiest single-runway airport

London City

the world's busiest city centre airport



THE ROLE

Jeff Halliwell will stand down from the role having completed the maximum number of terms. As a result, the board are looking to appoint a new Independent Chair to take on the role early in 2020.

Main Responsibilities

- Setting Board agendas focusing on the Company's performance, strategy, culture, people retention, governance, accountability and stakeholders;
- chairing Board meetings, usually four times a year, ensuring effective engagement and contribution of all non-executive and executive directors, drawing on the mix of skills and experience within the group;
- ensuring the Board operates in an effective and constructive manner to guide the Company;
- managing the culture and conduct of the Board including dealing with conflicts of interest between directors and the Company, for example those which might potentially arise because of the natural conflict between Members and the Company in exercising its duty to allocate slots or to apply financial sanctions;
- navigating and managing the unique governance dynamic resulting from having independent and member-directors on the board;
- guiding, defending and maintaining the Company's status as an independent coordinator through engagement with the Board and regulators;
- fostering trust, mutual respect and open communication in relationships between the Board and the Company's Leadership Team and executive directors;

- meeting with the Chief Executive Officer and/or Company Secretary at least once between Board meetings to agree draft and final agendas, including agreeing topics that require specific Board focus;
- developing a productive relationship with the CEO to provide support and advice and act as a discreet sounding board, while respecting the CEO's executive responsibility;
- working with the Board, the CEO and Finance Director to ensure the financial position of the company is secure through its UK funding and commercial revenue generation, and that suitable financial controls, reserves and risk management are in place;
- engaging at a senior level, when necessary, with stakeholders such as the Government to represent and lobby on behalf of ACL;
- undertaking the CEO's performance reviews, and reporting on them to the Board's Remuneration Sub-Committee (RemCom);
- if invited by the Remuneration Committee, provide input to salary awards and bonuses for ACL employees prior to Board approval;
- leading the appointment, with RemCom, of the CEO and, where necessary, supporting the CEO in other senior recruitment;
- providing guidance and mentoring to new directors and ensuring that they receive suitable induction on joining the Board; and
- ensuring that the Board maintains its effectiveness, including through external Board evaluations.

PERSON SPECIFICATION

The successful candidate will be comfortable leading the Board of a mature and complex business, that sits at the heart of a dynamic and changing industry of considerable scale. The relatively small operating scale of ACL belies the complexity of its role and responsibilities; candidates will bring considerable gravitas, commercial nous and intellectual ability to gain the confidence of fellow board members, international industry players and wider stakeholders. Related experience in a regulated context will be advantageous, as it will assist in grasping not only the complexity of the subject matter in an industry like aviation, but also the complexity of ACL's stakeholders engaged across the private and public sectors. Candidates will likely bring a combination of commercial and public / regulatory sector experience as well as a demonstrable track record at board and chair-level: the ability to navigate divergence and differing views at board-level will be key. Stylistically, the successful candidate will be a pragmatic, consensus driven individual.

The ability to demonstrate independence will be particularly crucial. As such, candidates will come with a sophisticated understanding of how to build appropriate relationships with the industry, balancing connection and partnerships working with independence. Any potential conflicts will be viewed on a case by case basis.

Knowledge, Skills and Experience

The successful candidate will:

- have an understanding of corporate governance policy and practice gained through being an active member of other boards, preferably with a mix of public and commercial sector Board experience, and ideally including within small, well-established organisations;
- have proven leadership and negotiating skills, an engaging and persuasive manner, and an ability to guide solutions that meet the short-term and strategic needs of the company, while taking into account the diverse views of directors who come from competing airlines and from outside the aviation industry;
- bring a track record of people leadership and development, focusing on employee retention whilst also championing diversity;
- possess critical thinking and problem-solving skills with experience of strategy formulation;
- be able to relate to, and communicate with, senior figures in stakeholder organisations including Government;
- be able to spot potential conflicts of interest and take action to prevent them obstructing the correct functioning of the Board and the Company; and
- ideally have no previous connection with the aviation industry and therefore be free from conflict, so as to demonstrate the independence from the sector required of the role.

TERMS OF APPOINTMENT

- The Chair will be expected to work a minimum of twenty days per year.
- The Chair will be employed on a fixed-term contract for an initial period of three years, with a maximum tenure of no more than two terms of three years.
- The Chair will be paid an annual salary but is not entitled to other employee benefits and will not be enrolled into the company's pension or bonus schemes. The salary will be paid monthly in arrears via the PAYE payroll system.
- All reasonable expenses will be met by the company.
- From time-to-time the Chair's terms and conditions will be reviewed by RemCom on behalf of the main Board.
- The Chair will disclose to the CEO and Board any potential conflicts of interest arising from other interests.

HOW TO APPLY

Saxton Bampfylde Ltd is acting as an employment agency advisor to Airport Coordination Limited on this appointment.

Candidates should apply for this role through our website at www.saxbam.com/appointments, using code **HAAAIC**.

Click on the '**apply**' button and follow the instructions to upload a CV and cover letter.

The closing date for applications is noon on **Tuesday 23 July 2019**.

GDPR personal data notice

According to GDPR guidelines, we are only able to process your Sensitive Personal Data (racial or ethnic origin, political opinions, religious or philosophical beliefs, trade union membership, genetic data, biometric data, health, sex life, or sexual orientation) with your express consent. You will be asked to complete a consent form when you apply and please **do not** include any Sensitive Personal Data within your CV (although this can be included in your covering letter if you wish to do so), remembering also not to include contact details for referees without their prior agreement.

The equal opportunities monitoring online form will not be shared with anyone involved in assessing your application. Please complete as part of the application process.



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