

SHAREHOLDER COMMITTEE

13 NOVEMBER 2025

APPOINTMENT OF INTERIM MANAGING DIRECTOR & APPOINTMENT AND REMOVAL OF NON-EXECUTIVE DIRECTORS

Report by Director of Economy and Place

RECOMMENDATIONS

The Shareholder Committee is **RECOMMENDED** to

- a) **Remove Kate Reynolds as a Non-Executive Director of Enterprise Oxfordshire**
- b) **Appoint Ian Dyson (Director of Financial and Commercial Services) and Kim Sawyer (Programme Director, Devolution) to the position of Non-Executive Director of Enterprise Oxfordshire**
- c) **Note that it is the intention of the Board to co-opt a member of the Oxfordshire Economy Partnership Board**
- d) **Appoint Nicholas Glover to the role of Interim Managing Director**

Executive Summary

- 2. Following the transfer of Local Enterprise Partnership functions to the Council on 1 April 2024, the Council became the controlling member of the Oxfordshire Local Enterprise Partnership (OxLEP). At its meeting on 19 November the Cabinet established the Shareholder Committee to act as the sole member of Enterprise Oxfordshire, providing strategic oversight and taking those decisions which are reserved to the sole member of the company by the Articles of Association.
- 3. Appointment of Board Directors and senior management are Reserved Matters and therefore must be approved by the Shareholder Committee.

Background

- 4. In November 2024, Cabinet agreed to introduce new governance arrangements following the transfer of Local Enterprise Partnership functions to the Council on 1 April 2024. These changes include the establishment of the Shareholder Committee as a Committee of Cabinet to take decisions on any matters that are reserved to the Council as member in the company's Articles of Association.
- 5. This report sets out the appointment of new Non-Executive Directors (NEDs) to the company board and the appointment of an Interim Managing Director

Board Appointments

6. It was agreed at the Cabinet meeting on 19 November 2024, that the new company board will be a board of at least three non-executive directors appointed by the Shareholder Committee. This originally consisted of one Cabinet member and one senior officer directors from the Council, alongside an external independent NED who will also chair the company board.
7. Currently, Cllr Dan Levy and Kate Reynolds act as NEDs with the Chair position being vacant. A process is currently underway to appoint an independent chair.
8. Kate Reynolds has left the employment of Oxfordshire County Council and therefore her removal as a NED needs to be approved, and a replacement is required. Shareholder Committee is recommended to approve the removal of Kate Reynolds as a NED.
9. In accordance with the Articles of Association and in order to provide additional resilience, it is proposed to appoint two officer NEDs.
10. It is proposed that Ian Dyson (Director of Financial and Commercial Services) and Kim Sawyer (Programme Director, Devolution) are appointed to act as a NEDs. Neither officers are involved in day to day activity of Enterprise Oxfordshire and so potential conflict of interest is limited and can be managed.
11. Acting as a NED is commensurate with their senior officer roles but can give rise to personal liability. It is recommended that the Council should offer indemnities to members or officers serving as NEDs, to prevent members or officers from being deterred from taking up a position on the board. This is in line with the Local Authorities (Indemnities for Members and Officers) Order 2004 that allows for local authorities to indemnify members and officers for their personal liability attached to their role as company director. EO has Management Liability insurance that covers NEDs, while board member training will also be provided.
12. In addition, the governance arrangements allow the Enterprise Oxfordshire Board to co-opt up to two members of the recently-formed Oxfordshire Economy Partnership Board. Co-opted members are not NEDs and have no voting rights, but it would be advantageous to have some private sector input as Enterprise Oxfordshire is developing its business plan.
13. While no formal approval is required, the Committee is ask to note that the Enterprise Oxfordshire Board has the ability to co-opt members of the Oxfordshire Economy Partnership Board as non-voting members. It is the intention of the Enterprise Oxfordshire Board to exercise this ability.

Appointment of Interim Managing Director

14. At the end of September, Nigel Tipple stepped down from the role of Chief Executive Officer of Enterprise Oxfordshire. Since his departure, the existing Senior Leadership Team has divided much of the role between them in order to ensure business continuity.
15. In considering how best to replace Nigel, the proposed approach is to draft a job description for the new role of Managing Director, whose role would have a different scope from – and replace – the Chief Executive. The Managing Director would focus on working closely with the County Council and other partners and stakeholders to deliver the county's forthcoming economic strategy. A job description is currently in development, including the following key responsibilities:

- a) Setting strategic direction for the company, aligned with the direction of the shareholder member, including business planning and organisational development
 - b) Being accountable for operational and financial performance
 - c) Developing Enterprise Oxfordshire's networks within and across Oxfordshire (including with the County Council), and with key Government departments
 - d) Undertaking regular, comprehensive reporting to the shareholder (and other stakeholders as required) on performance against business and financial objectives
16. Given the work to develop that strategy commenced in September, it is proposed that process progresses to a point where there is a formal agreement on objectives and delivery implications before finalising the job description and undertaking open market recruitment for the Managing Director. However, that leaves a senior vacancy at Enterprise Oxfordshire, at a time when delivery is being upscaled (particularly for Connect to Work).
 17. In the interim, it is therefore proposed that Nicholas Glover - Head of Future Economy at Oxfordshire County Council - is appointed as Interim Managing Director until such time as a permanent appointment is made. It is anticipated that this will be for no longer than the financial year ending March 2026.
 18. If agreed, Nicholas Glover will undertake this role on a part time basis of two days per week, alongside his current role at Oxfordshire County Council which will be commensurately reduced to three days per week.
 19. While this approach has been proposed as a pragmatic short-term arrangement, it does create potential conflicts of interest. To help manage conflicts of interest, it is proposed that the post is created on the basis of an interim contract with Enterprise Oxfordshire so that the interim Managing Director holds two distinct contracts of employment.
 20. In the event that potential conflicts of interest arise, it is proposed that they will be managed in line with both Oxfordshire County Council and Enterprise Oxfordshire's codes of conduct.
 21. The Shareholder Committee is recommended to agree this appointment.

Financial Implications

22. The appointment of the Interim Managing Director will be funded from Enterprise Oxfordshire's current budget. There are no costs associated with the appointment of the non-executive directors, or co-opted members.
23. There are therefore no financial implications from this report.

Comments checked by: Rob Finlayson, Strategic Finance Business Partner – rob.finlayson@oxfordshire.gov.uk

Legal Implications

24. Oxfordshire Local Enterprise Partnership Limited, referred to in this report as Enterprise Oxfordshire is a company limited by guarantee of which the Council is the guarantor and sole member. The Shareholder Committee was constituted by Cabinet to manage

the responsibilities of the Council as guarantor and sole member of Enterprise Oxfordshire.

25. The company has registered its Memorandum and Articles of Association with Companies House. The Articles include several reserved matters which are to be decided by the shareholder committee and cannot be the sole responsibility of the company. The reserved matters include the appointment and removal of directors. The appointments recommended in the report ensure the necessary office holders are in place for the company.
26. The need to issue an indemnity for Cabinet member and senior officer NEDs has been explored and discussions are ongoing with the Council's insurers to make these arrangements.
27. The company operates as a company limited by guarantee. This limits the liability of each Member to £1, being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up while they are a Member or within one year after they cease to be a Member.

Comments checked by: Jennifer Crouch (Head of Law – Environmental)
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Staff Implications

28. Acting as a NED is within the role of senior officers, and there are no staffing issues arising from the appointments.
29. The appointment of the Interim Managing Director on a part-time basis means that the County Council will have reduced capacity in the Future Economy function. To mitigate this, consultancy support and contractors have recently been onboarded. Funding is also being sought from the Enterprise Zone to recruit additional capacity and capability.
30. There are no further staffing implications arising from this report.

Equality & Inclusion Implications

31. Enterprise Oxfordshire is committed to considering equalities of board and senior management appointments.
32. The appointment of the two NEDs and one co-opted members would mean the board has two voting individuals who identify as male, and one voting individual who identifies as female, with one non-voting member who identifies as male. Gender balance will be further considered regarding the appointment of the chair.
33. The appointment of the Interim Managing Director will mean the senior leadership team is comprised of four individuals who identify as female, and one individual who identifies as male. Gender balance will be further considered regarding the recruitment of a permanent Managing Director.
34. Council officers concerned were appointed through the Council's open recruitment process.
35. There are no further implications arising from this report.

Robin Rogers

Director of Economy and Place

Background papers: Annex A – Revised Articles

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