

To: **Members of the Shareholder Committee (Cabinet Committee)**

***Notice of a Meeting of the Shareholder Committee
(Cabinet Committee)***

Thursday, 13 November 2025 at 2.00 pm

Room 2&3 - County Hall, New Road, Oxford OX1 1ND

If you wish to view proceedings online, please click on this [Live Stream Link](#).



Martin Reeves
Chief Executive

November 2025

Committee Officer: **Democratic Services**
email: committeesdemocraticservices@oxfordshire.gov.uk

Membership

Councillors

Liz Leffman	Leader of the Council
Neil Fawcett	Deputy Leader of the Council and Cabinet Member for Resources
Tim Bearder	Cabinet Member for Adults
Andrew Gant	Cabinet Member for Transport Management
Sean Gaul	Cabinet Member for Children and Young People
Kate Gregory	Cabinet Member for Public Health and Inequalities
Jenny Hannaby	Cabinet Member for Community Wellbeing and Safety
Ben Higgins	Cabinet Member for Future Economy and Innovation
Dan Levy	Cabinet Member for Finance, Property and Transformation
Judy Roberts	Cabinet Member for Place, Environment and Climate Action

The Agenda is attached. Decisions taken at the meeting will become effective at the end of the working day on unless called in by that date for review by the appropriate Scrutiny Committee. Copies of this Notice, Agenda and supporting papers are circulated

to all Members of the County Council.

Date of next meeting: 4 December 2025

AGENDA

1. Apologies for Absence

2. Minutes of the Previous Meeting (Pages 1 - 4)

To confirm the minutes of the meeting held on 14 August 2025 to be signed by the Chair as a correct record.

3. Declarations of Interest

See guidance note below.

4. Questions from County Councillors

Any county councillor may, by giving notice to the Proper Officer by 9 am three working days before the meeting, ask a question on an item on the agenda.

The number of questions which may be asked by any councillor at any one meeting is limited to two (or one question with notice and a supplementary question at the meeting) and the time for questions will be limited to 30 minutes in total. As with questions at Council, any questions which remain unanswered at the end of this item will receive a written response.

5. Petitions and Public Address

Members of the public who wish to speak on an item on the agenda at this meeting, or present a petition, can attend the meeting in person or 'virtually' through an online connection.

Requests to present a petition must be submitted no later than 9am ten working days before the meeting.

Requests to speak must be submitted no later than 9am three working days before the meeting.

Requests should be submitted to committeesdemocraticservices@oxfordshire.gov.uk

If you are speaking 'virtually', you may submit a written statement of your presentation to ensure that if the technology fails, then your views can still be taken into account. A written copy of your statement can be provided no later than 9am on the day of the meeting. Written submissions should be no longer than 1 A4 sheet.

6. Appointment of Interim Managing Director & Appointment and Removal Of Non-Executive Directors (Pages 5 - 10)

Cabinet Member: Future Economy and Innovation

Forward Plan Ref: 2025/210

*Contact: Sadie Patamia, Corporate Governance Manager – Enterprise Oxfordshire
(Sadie.Patamia@oxfordshire.gov.uk)*

Report by Director of Economy and Place (**SC6**).

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.**

Councillors declaring interests

General duty

You must declare any disclosable pecuniary interests when the meeting reaches the item on the agenda headed 'Declarations of Interest' or as soon as it becomes apparent to you.

What is a disclosable pecuniary interest?

Disclosable pecuniary interests relate to your employment; sponsorship (i.e. payment for expenses incurred by you in carrying out your duties as a councillor or towards your election expenses); contracts; land in the Council's area; licenses for land in the Council's area; corporate tenancies; and securities. These declarations must be recorded in each councillor's Register of Interests which is publicly available on the Council's website.

Disclosable pecuniary interests that must be declared are not only those of the member her or himself but also those member's spouse, civil partner or person they are living with as husband or wife or as if they were civil partners.

Declaring an interest

Where any matter disclosed in your Register of Interests is being considered at a meeting, you must declare that you have an interest. You should also disclose the nature as well as the existence of the interest. If you have a disclosable pecuniary interest, after having declared it at the meeting you must not participate in discussion or voting on the item and must withdraw from the meeting whilst the matter is discussed.

Members' Code of Conduct and public perception

Even if you do not have a disclosable pecuniary interest in a matter, the Members' Code of Conduct says that a member 'must serve only the public interest and must never improperly confer an advantage or disadvantage on any person including yourself' and that 'you must not place yourself in situations where your honesty and integrity may be questioned'.

Members Code – Other registrable interests

Where a matter arises at a meeting which directly relates to the financial interest or wellbeing of one of your other registerable interests then you must declare an interest. You must not participate in discussion or voting on the item and you must withdraw from the meeting whilst the matter is discussed.

Wellbeing can be described as a condition of contentedness, healthiness and happiness; anything that could be said to affect a person's quality of life, either positively or negatively, is likely to affect their wellbeing.

Other registrable interests include:

- a) Any unpaid directorships

- b) Any body of which you are a member or are in a position of general control or management and to which you are nominated or appointed by your authority.
- c) Any body (i) exercising functions of a public nature (ii) directed to charitable purposes or (iii) one of whose principal purposes includes the influence of public opinion or policy (including any political party or trade union) of which you are a member or in a position of general control or management.

Members Code – Non-registrable interests

Where a matter arises at a meeting which directly relates to your financial interest or wellbeing (and does not fall under disclosable pecuniary interests), or the financial interest or wellbeing of a relative or close associate, you must declare the interest.

Where a matter arises at a meeting which affects your own financial interest or wellbeing, a financial interest or wellbeing of a relative or close associate or a financial interest or wellbeing of a body included under other registrable interests, then you must declare the interest.

In order to determine whether you can remain in the meeting after disclosing your interest the following test should be applied:

Where a matter affects the financial interest or well-being:

- a) to a greater extent than it affects the financial interests of the majority of inhabitants of the ward affected by the decision and;
- b) a reasonable member of the public knowing all the facts would believe that it would affect your view of the wider public interest.

You may speak on the matter only if members of the public are also allowed to speak at the meeting. Otherwise you must not take part in any discussion or vote on the matter and must not remain in the room unless you have been granted a dispensation.

Agenda Item 2

SHAREHOLDER COMMITTEE (CABINET COMMITTEE)

MINUTES of the meeting held on Thursday, 14 August 2025 commencing at 9.30 am and finishing at 9.45 am

Present:

Voting Members: Councillor Liz Leffman – in the Chair

Councillor Neil Fawcett
Councillor Jenny Hannaby
Councillor Judy Roberts

Officers: Jack Ahier (Senior Democratic Services Officer), Lorna Baxter (Executive Director of Resources and Section 151 Officer), Anita Bradley (Director of Law and Governance and Monitoring Officer), Wendy Knowland (Finance Manager – Enterprise Oxfordshire), Sadie Patamia (Corporate Governance Manager – Enterprise Oxfordshire), Martin Reeves (Chief Executive)

The Shareholder Committee considered the matters, reports and recommendations contained or referred to in the agenda for the meeting and agreed as set out below. Copies of the agenda and reports [agenda, reports and schedule/additional documents] are attached to the signed Minutes.

24 **ELECTION OF CHAIR FOR THE 2025/26 COUNCIL YEAR**

(Agenda No. 1)

The Senior Democratic Services Officer invited nominations for the position of Chair of the Shareholder Committee for the 2025/26 council year. Councillor Fawcett proposed Councillor Leffman and Councillor Hannaby seconded the nomination.

With there being no other nominations, Councillor Leffman was **ELECTED** Chair of the Shareholder Committee for the 2025/26 council year.

25 **ELECTION OF DEPUTY CHAIR FOR THE 2025/26 COUNCIL YEAR**

(Agenda No. 2)

Having taken the Chair, Councillor Leffman invited nominations for the position of Deputy Chair of the Shareholder Committee for the 2025/26 council year. Councillor Hannaby proposed Councillor Fawcett and Councillor Roberts seconded the nomination.

With there being no other nominations, Councillor Fawcett was **ELECTED** as Deputy Chair of the Shareholder Committee for the 2025/26 council year.

26 APOLOGIES FOR ABSENCE

(Agenda No. 3)

Apologies were received from Councillors Bearder, Gant, Gaul, Gregory, Higgins and Levy.

27 DECLARATIONS OF INTEREST

(Agenda No. 4)

There were none.

28 QUESTIONS FROM COUNTY COUNCILLORS

(Agenda No. 5)

There were none.

29 PETITIONS AND PUBLIC ADDRESS

(Agenda No. 6)

There were none.

30 MINUTES OF THE PREVIOUS MEETING

(Agenda No. 7)

The minutes of the meeting held on 25 March 2025 were approved and signed by the Chair as a correct record.

31 ENTERPRISE OXFORDSHIRE - CHANGES TO BANK SIGNATORIES AND SCHEME OF DELEGATIONS

(Agenda No. 8)

The Committee had before it a report outlining proposed changes to Enterprise Oxfordshire's scheme of delegation and bank signatories' mandate.

Officers presented the report and raised the following points:

- The bank signatories mandate was required to be updated due to long-term absence and Enterprise Oxfordshire's Chief Executive (CEO) leaving the role at the end of September. Two other senior officer roles within Enterprise Oxfordshire were proposed as being bank signatories.
- The financial scheme of delegation needed to be updated along similar lines to allow the continuation of operations.
- Some of the financial delegation limits were being uplifted in line with the new roles created.

The Committee thanked Nigel Tipple, the outgoing CEO, for his service to Enterprise Oxfordshire and its predecessor organisation, over many years, and wished officers on long-term leave their sympathies and best wishes.

Officers clarified that they felt these proposals would be sufficient for when the CEO departed at the end of September.

The Shareholder Committee thanked officers for their work and agreed to the recommendations in the report.

RESOLVED to:

Support the recommendations of the Enterprise Oxfordshire company board held on 31 July 2025 to:

- a) Approve the Change to Signatories and Financial Scheme of Delegation (see Annex 1)**

32 FUTURE MEETING DATES

(Agenda No. 9)

The Committee agreed a future schedule of meeting dates, which would take place when they were required, after meetings of the Cabinet.

33 EXEMPT MINUTES FROM THE PREVIOUS MEETING

(Agenda No. 10)

The exempt minutes of the meeting on 25 March 2025 were approved and signed by the Chair as a correct record.

..... in the Chair

Date of signing

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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

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)
Jennifer.crouch@oxfordshire.gov.uk

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

Contact Officer: Sadie Patamia

Head of Corporate Services, Enterprise Oxfordshire

October 2025

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