

To: Members of the Shareholder Committee (Cabinet Committee)

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

**Tuesday, 17 December 2024 at 3.00 pm or on the rise of Cabinet
whichever is later.**

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

December 2024

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

Membership

Councillors

Tim Bearder	Cabinet Member for Adult Social Care
Neil Fawcett	Cabinet Member for Community & Corporate Services
Andrew Gant	Cabinet Member for Transport Management
Kate Gregory	Cabinet Member for SEND Improvement
John Howson	Cabinet Member for Children, Education & Young People's Services
Liz Leffman	Leader of the Council
Dan Levy	Cabinet Member for Finance
Dr Nathan Ley	Cabinet Member for Public Health, Inequalities & Community Safety
Judy Roberts	Cabinet Member for Infrastructure & Development Strategy
Dr Pete Sudbury	Deputy Leader of the Council with Responsibility for Climate Change, Environment & Future Generations

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: Date Not Specified

AGENDA

- 1. Election of Chair**
- 2. Election of Deputy Chair**
- 3. Apologies**
- 4. Declaration of Interests**

See guidance note below.

5. Questions from County Councillors

Any county councillor may, by giving notice to the Proper Officer by 9 am two working days before the meeting, ask a question on any matter in respect of the Shareholder Committee's delegated powers.

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.

Questions submitted prior to the agenda being despatched are shown below and will be the subject of a response from the appropriate Committee Member or such other councillor or officer as is determined by the Committee Member, and shall not be the subject of further debate at this meeting.

6. Petitions and Public Address

Members of the public who wish to speak at this meeting can attend the meeting in person or 'virtually' through an online connection.

To facilitate 'hybrid' meetings we are asking that requests to speak or present a petition are submitted by no later than 9am four working days before the meeting. Requests to speak should be sent to committeesdemocraticservices@oxfordshire.gov.uk

If you are speaking 'virtually', you may submit a written statement of your presentation to ensure that your views are taken into account. A written copy of your statement can be provided no later than 9am 2 working days before the meeting. Written submissions should be no longer than 1 A4 sheet.

7. Acknowledgement of Resignation of Director (Pages 1 - 2)

Report by Director of Economy and Place

At its meeting on 19 November the Cabinet established the Shareholder Committee to act as the sole member of the OxLEP company, providing strategic oversight and taking those decisions which are reserved to the sole member of the company by the Articles of Association. As the Leader will now be a member of the Shareholder Committee she has resigned as a director of OxLEP.

The Shareholder Committee is RECOMMENDED to

- a) **Note the resignation of Cllr Liz Leffman as a director of Oxfordshire Local Enterprise Partnership (OxLEP).**

8. Changes to the Articles of Association and Board Director Appointments (Pages 3 - 6)

Report by Director of Economy and Place

The Chair of Council has agreed that this item will be exempt from Call-in.

The Annexes are TO FOLLOW.

To give effect to the Cabinet's decisions there is a need to change the OxLEP Articles of Association and to appoint new company directors. This report sets out the resolutions needed to bring these changes about.

The Shareholder Committee is RECOMMENDED to

- b) **Approve and sign the attached written resolutions attached at Annex A dealing with amendments to the Articles of Association and resignation and appointments of Directors**
- c) **Having acknowledged and received the resignations of the current Directors to formally thank them for their service**

9. Future Meetings

To decide on a schedule of future meetings.

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.

SHAREHOLDER COMMITTEE 17 DECEMBER 2024

DIRECTOR RESIGNATION

Report by Director of Economy and Place

RECOMMENDATION

1. **The Shareholder Committee is RECOMMENDED to**
 - a) Note the resignation of Cllr Liz Leffman as a director of Oxfordshire Local Enterprise Partnership (OxLEP).

Executive Summary

2. At its meeting on 19 November the Cabinet established the Shareholder Committee to act as the sole member of the OxLEP company, providing strategic oversight and taking those decisions which are reserved to the sole member of the company by the Articles of Association. As the Leader will now be a member of the Shareholder Committee she has resigned as a director of OxLEP.

Background

3. 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 and to receive annual and periodic reports for the company.
4. The Leader took no part in the vote at the Cabinet meeting on 19 November due to being a director of OxLEP. To avoid any conflicts of interest the Leader has written to the OxLEP Company Secretary to resign from her role as a Director. The Company Secretary has notified the council's democratic services team of the resignation.

Corporate Policies and Priorities

5. LEP transition aligns with the vision set out in the council's strategic plan 2023 – 2025 to lead positive change by working in partnership to make Oxfordshire a greener, fairer and healthier county. It also supports the priorities of:
 - Putting action to address the climate emergency at the heart of our work
 - Tackling inequalities in Oxfordshire

- Investing in an inclusive, integrated and sustainable transport network
- Working with local businesses and partners for environmental, economic and social benefit

Financial Implications

6. There are no financial implications from this report.

Comments checked by:
Filipp Skiffins (Assistant Finance Business Partner)

Legal Implications

7. The OxLEP Company Secretary will need to file the resignation with Companies House.

Comments checked by:
Paul Grant, Head of Legal and Deputy Monitoring Officer
paul.grant@oxfordshire.gov.uk (Legal)

Staff Implications

8. There are no staffing implications from this report.

Comments checked by:
Caroline Bing, HR Business Partner, Caroline.Bing@Oxfordshire.gov.uk

Equality & Inclusion Implications

9. A full Equality Impact Assessment was undertaken as part of the transition project this highlighted that equalities will be considered when reviewing board membership.

ROBIN ROGERS

Director of Economy and Place

Background papers: Nil

Contact Officer: Chloe Taylor, Head of Economy
Chloe.taylor@oxfordshire.gov.uk

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SHAREHOLDER COMMITTEE 17 DECEMBER 2024

CHANGES TO THE ARTICLES OF ASSOCIATION AND BOARD DIRECTOR APPOINTMENTS

Report by Director of Economy and Place

RECOMMENDATION

1. **The Shareholder Committee is RECOMMENDED to**
 - a) Approve and sign the attached written resolutions attached at Annex A dealing with amendments to the Articles of Association and resignation and appointments of Directors
 - b) Having acknowledged and received the resignations of the current Directors to formally thank them for their service

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 the OxLEP company, providing strategic oversight and taking those decisions which are reserved to the sole member of the company by the Articles of Association.
3. To give effect to the Cabinet's decisions there is a need to change the OxLEP Articles of Association and to appoint new company directors. This report sets out the resolutions needed to bring these changes about.

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 and to receive annual and periodic reports for the company.
5. This report sets out the changes to be made regarding the Articles of Association and appointment of Directors to the company board.

Changes to the Articles of Association

6. The council agreed at the cabinet meeting on 19 November 2024 that changes to the Articles of Association were needed. The resolution for the adoption of the revised Articles of Association is attached at Annex A.

Board Appointments

7. The council agreed at the cabinet meeting on 19 November that the new company board will be a board of three non-executive directors appointed by the Shareholder Committee. This will include cabinet member and senior officer directors from the council alongside an external independent non-executive director who will also chair the company board. In the first instance an interim independent chair will be appointed for a fixed term period of nine months. This will allow for an open recruitment process at the end of that term. The directorships will not be remunerated. These appointments are set out in Annex A. It is understood that the existing directors of OxLEP will have resigned from the company board as outlined in Annex A ahead of the first meeting of the Shareholder Committee.
8. Those officers or members who may be nominated as directors of the revised company will have a primary fiduciary duty to the company and will need to vote in its best interests and manage its affairs in accordance with what is in the best interest of the revised company. That raises a potential risk of conflicts of interest in connection with their separate responsibilities to the Council. However, as the main object of the company as set out in the articles of association is to bring about sustainable economic development of the county through the implementation of a strategic economic plan that will be agreed by the Council, these risks of conflict are minimised. The Articles of Association set out how director conflicts of interests will be managed and how conflicts may be authorised (if appropriate).
9. Acting as a director can give rise to personal liability, and it is recommended that the Council should offer indemnities to members or officers serving as company directors, 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. Board member training will also be provided.

Corporate Policies and Priorities

10. LEP transition aligns with the vision set out in the council's strategic plan 2023 – 2025 to lead positive change by working in partnership to make Oxfordshire a greener, fairer and healthier county. It also supports the priorities of:
 - Putting action to address the climate emergency at the heart of our work
 - Tackling inequalities in Oxfordshire
 - Investing in an inclusive, integrated and sustainable transport network

- Working with local businesses and partners for environmental, economic and social benefit

Financial Implications

11. There are no financial implications from this report.

Comments checked by:

Rob Finlayson, Strategic Finance Business Partner,
rob.finlayson@oxfordshire.gov.uk

Legal Implications

12. The need to issue an indemnity for cabinet member and senior officer directors has been explored and discussions are ongoing with the Council's Insurers to make these arrangements.
13. 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.
14. The Council has received external legal assistance with the drafting of the company resolutions to ensure that these meet legal requirements set out in the Companies Act 2006, and these resolutions will need to be filed with Companies House. The resolutions will formally and legally change the Articles of Association and the identity and number of Directors of the company.

Comments checked by:

Paul Grant, Head of Legal and Deputy Monitoring Officer
paul.grant@oxfordshire.gov.uk (Legal)

Staff Implications

15. The Officers' Code of Conduct is currently being updated. This will include an updated conflicts of interest section to address the situation where an officer acts within a function as a company director.

Comments checked by:

Caroline Bing, HR Business Partner, Caroline.Bing@Oxfordshire.gov.uk

Equality & Inclusion Implications

16. A full Equality Impact Assessment was undertaken as part of the transition project this highlighted that equalities will be considered when reviewing board membership.

ROBIN ROGERS

Director of Economy and Place

Annex: Annex A – Written Resolutions
 Annex B – Revised Articles

Background papers: Nil

Contact Officer: Chloe Taylor, Head of Economy
Chloe.taylor@oxfordshire.gov.uk

December 2024