

Appendix A – Oxfordshire Shareholder Committee

Terms of Reference

Purpose

1. The purpose of the Shareholder Committee is to approve and oversee the council's strategic objectives for the eCouncil's company, **Enterprise Oxfordshire** and to support the development of the company in line with the eCouncil's regulations and ambitions and the constitutional instruments of the company.
2. The Shareholder Committee will provide strategic oversight of ~~the council's company,~~ **Enterprise Oxfordshire** and provide assurance to the eCabinet that **Enterprise Oxfordshire** ~~the company~~ is compliant with the eCouncil's constitution, rules and procedures including achieving best value.
3. The Shareholder Committee will take decisions on any matters that are reserved to the eCouncil as member or shareholder in **Enterprise Oxfordshire** ~~the company's~~ Articles of Association or Shareholders Agreement and will receive annual and periodic reports for the **Enterprise Oxfordshire** ~~company~~.
4. The Shareholder Committee will not have operational control over **Enterprise Oxfordshire** ~~the council's company~~. The day-to-day operation of **Enterprise Oxfordshire** ~~the company~~ is the responsibility of the **appointed** Directors. The Shareholder Committee will provide overarching oversight including business case sign off in line with the **Enterprise Oxfordshire's** ~~company~~ constitutional governance arrangements. Operational liaison ~~between with~~ **Enterprise Oxfordshire** and the eCouncil's ~~company~~ will be between the **relevant** ~~client~~ service of the Council and the Chief Executive Officer/Managing Director of **Enterprise Oxfordshire** ~~the company~~.

Membership

5. The Shareholder Committee shall subject to (7) below comprise such of the Cabinet Members as the Cabinet shall determine.
6. The Leader of the Council and Deputy Leader of the Council shall have the right to attend and speak at meetings of the **Shareholder** Committee.
7. In the absence of any or all the members referred to in (5) above any Cabinet Member(s) nominated by the Leader of the Council or the Deputy Leader of the Council may act in their place as full voting members of the **Shareholder** Committee.

Chair

8. The **Shareholder** Committee shall appoint one of its members to act as its Chair, but that member shall not be entitled to cast a second or casting vote.

Quorum

9. The Shareholder Committee quorum will be two voting members.

Competency

10. All members of the Shareholder Committee and Cabinet members attending as reserves must:

- have undertaken mandatory training in the relevant law and procedures which relate to the Shareholder Committee's work; and
- undertake further mandatory training, on an ad hoc basis, when there are changes to procedure or relevant legislation that are deemed significant by the relevant Service Director.

Meeting Frequency

11. The Shareholder Committee will meet at such times as shall be agreed by its members. Any member of the Council shall be entitled to attend and observe any meeting of the Shareholder Committee.

Decision making

12. Decisions will be taken by a consensus of members present unless any member of the Shareholder Committee requests a vote, in which case a majority decision will be taken with each member present having a single vote.

Attendees

13. The Council's Chief Executive, the Deputy Chief Executive Director of Resources (Section 151 Officer) and the Monitoring Officer will advise the Shareholder Committee and representatives of Enterprise Oxfordshire the company, including the Company Secretary, and they shall be invited to attend all meetings on a non-voting basis.

14. Other members may be invited to attend meetings on a non-voting basis.

15. Meetings will be operated in accordance with the following rules:

- Agendas will be published 5 clear working days in advance of meetings.
- Members of the public will be able to observe the public parts of meetings and access papers relating to any public business for Enterprise Oxfordshire each company and any related joint venture.
- Officers of the Council will be able to observe the public parts of meetings and access papers relating to any public business for Enterprise Oxfordshire each company and any related joint venture but will only be able to attend private parts of meetings and access papers relating to private business where specifically authorised to do so by the Chair or a statutory officer.

Relationship to Scrutiny

16. The Performance and Corporate Services Overview and Scrutiny Committee has the **authority** ~~ability~~ to scrutinise the business and decisions of the Shareholder Committee and to make recommendations to the Shareholder Committee. Decisions of the Shareholder Committee will be subject to call in by the Chair of the **Performance and Corporate Services Overview and** Scrutiny Committee or any 4 members.