

<u>Subject:</u> Changes to Non- Exec Board Directors	
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Oxfordshire Local Enterprise Partnership Ltd: Business Centre, Jericho Building, City of Oxford College Campus, Oxpens Road, Oxford OX1 1SA	

1.) Summary

- 1.1 The Nominations and Personnel committee seeks the Boards support in recommending the 2 changes to existing Board Director roles following the review of terms of office and parallel Board recruitment process. You will be aware that we are in the process of recruiting 3 new Non-Executive Directors of which two are being considered for appointment at the EGM immediately before the Board. Following a Nolan compliant recruitment process and candidate assessment including interviews we have identified 2 of the 3 candidates needed, the third is subject to a targeted recruitment exercise for the Science Vale area.

- 1.2 Of the remaining Business Representatives Directors on the Board several will reach their 3 year term of office following incorporation by March 2015. Many are organisationally nominated such as the University, Skills Board and area specific partnerships. However, some of these have recently refreshed their nominations such as Skills Board. In comprehensively addressing this matter we will be extending terms of Office for these individuals by up to a further 2 years in parallel with our ongoing Board review and succession planning with the respective nominating organisations. However the FE sector representative role has been supported for 6 years by Mrs Sally Dicketts, we have therefore explored options for rotating this role with the Skills Board representation.

2.) Recommendation

That the Nominations and Personnel Committee recommend the Board:

- **Approves the proposal to extend organisationally nominated Non-Exec Board Directors for a period of up to 2 years.**
- **And, to work with these organisations to review their nominations over this period**

- **Approves the appointment of Mrs Di Batchelor (Abingdon and Witney College) as FE Sector Non-Exec Director effective from the 1st April 2018.**

- **And, notes the change of role for Mrs Sally Dicketts (Activate Learning Group) who will now serve on the Skills Board effective from the 1st April 2018 also.**

3.) Proposal

- 3.1 As the Committee will be aware, following discussions with 3 of our Non-Exec Directors in recent months they signalled individually their intent to step down this financial year. Richard Venables is due to take up the office of High Sherriff of Oxfordshire in April 2018; Professor Andrew Harrison has advised that due to increasing commitments out of the country he is unable to commit the time needed to serve the Board in the way he would like and Bob Bradley has also decided to step down due to increased personal work commitments.
- 3.2 All three Non-Execs would have reached the 3-year trigger point in May 2018 in accordance with the company's Articles and By-Laws and although provision exists to extend appointments for a further term of up to a maximum of 2 years, on this occasion recruitment of new Non-Execs was required.
- 3.3 The Committee considered a refreshed brief and person specification for the recruitment exercise which meets the requirements of good governance and compliance with the Nolan principles of public office as detailed in the recent Mary Ney review. Critical to this process was a commitment to consider both gender and ethnicity where possible in this process. Wherever possible we have sought to reflect the diversity of the Oxfordshire business community while securing new Directors who can add value and positively contribute to the work of the board. The appointment process for two of the 3 Director (Non-Exec) vacancies is being considered at the EGM immediately prior to the Board meeting.
- 3.4 The Committee will recall that in promoting the opportunity last time around we sought to use all our collective contacts, networks and web/social media to target potential candidates. This resulted in several individuals expressing an interest in both general and geographic board membership, we received 5 full applications from potential candidates whose experience, skills and knowledge were appropriate to the current and future needs of the Board. These included International Business, Marketing, international Trade, Retail, Manufacturing and Med Tech Company experience which complements the current NED's mix of skills. Therefore, we were interviewing from a position of relative strength, albeit with a focus on the skills and diversity we would want to secure going forward. One candidate had to withdraw after the interview process due to changed work commitments, specifically due to his appointment as MD and Board Member of Mitsubishi Motors UK. The remaining two unsuccessful candidates interviewed have indicated an interest in working with us through our sub-groups. Therefore, as with the previous recruitment exercise in 2016/17 we have sought to maximise interest and experience and will be following up on that interest.
- 3.5 From a high-level review, in addition to gender and ethnicity, we have identified that the Board does have some skills gaps notably: Tech/Med Tech Business, Communications/Marketing, International Trade, Environmental, Visitor Economy, Sector based Manufacturing. This is not intended to be an exhaustive list but indicative of the areas which have been flagged previously.

4.) Process and Timetable

- 4.1 The recruitment exercise was conducted between December 2017 and January 2018 with candidates submitting a CV and statement identifying how their skills, experience and knowledge would meet the role and person specification.
- 4.2 Following the open recruitment process, interviews were held in January. The interview panel was formed from members of the Nominations and Personnel Committee, Chaired by Adrian Lockwood, with panel members; Penny Rinta-Suksi, Cllr Bob Price, Nigel Tipple. Subject to the

committee's consideration and endorsement of the proposed Non-Exec Directors appointment timetable we would see the following:

- Committee endorsement and recommendation to Board 15th February
- Board appointments to be approved by the Board via EGM also on the 6th March 2018.

5.) Board Director Terms of Office and future consideration

5.1 As referenced above, the company Articles and By-Laws make provision for terms of appointment to be based on a 3-year term. This can be extended by agreement of the Board for a maximum period of up to a further 2 years should this be appropriate or required for business or operational needs.

5.2 Of the remaining Non-Exec Business Directors appointed at Company Incorporation in March 2015 we have 4 other NED's who will have reached the 3 years of service in May 2018. These are highlighted in the table below in green and yellow, they fall into two categories, Nominated Representative roles such as University, Bicester Vision and Sector Representative roles which in this case relates specifically to the FE sector. The Committee considered the options for moving forward with existing NED and in so doing considered 3 potential approaches we could follow:

- Extend by agreement for a maximum period of up to 2 years
- Consider moving individuals between the Company Board and Sub-Group membership by agreement in the case of the FE representation (between Board and Skills Board)
- Undertake a further full Nolan compliant recruitment process

5.3 The specific categories and status is detailed in the table below, the Board will note these categories include Local Authority, geographic, organisation and general business representation. These are set out in the table below along with relevant dates:

	APPOINTED	3 YEARS UP
M BARBER	12/05/2015	LA Leader
R BRADLEY	12/05/2015	31/03/2018 Business Rep
J COTTON	12/05/2015	LA Leader
S DICKETTS	12/05/2015	11/05/2018 FE Rep
A FITT	12/05/2015	Oxford Brookes Nomination
A HARRISON	12/05/2015	31/03/2018 Science Vale
I HUDSPETH	12/05/2015	LA Leader
A LOCKWOOD	12/05/2015	Skills Board Business Nom
J LONG	08/03/2016	07/03/2019 Business Rep
J MILLS	10/06/2016	LA Leader
B PRICE	12/05/2015	LA Leader (May 2018)
P RINTA-SUKSI	05/09/2016	04/09/2019 Business Rep
P SHADBOLT	12/05/2015	11/05/2018 BV Nomination
P SOUTHALL	05/09/2016	04/09/2019 Business Rep
N TIPPLE	30/06/2013	N/A
R VENABLES	12/05/2015	31/03/2018 City Nomination
I WALMSLEY	12/05/2015	UNI of Oxford Nomination
B WOOD	12/05/2015	LA Leader

6.) Conclusion

6.1 Since the Company incorporated in March 2015, we have undertaken three successful recruitment exercises including the appointment of Chair and two further Non-Execs in 2015/16. This latest exercise has built upon those strong foundations and provides us with

much needed resilience and continuity in supporting the work we do. This is particularly important given the new Housing and Growth Deal and development of the latest Industrial Strategy response at both an Oxfordshire and Cross Ox-Cam Corridor level. This third round of NED recruitment provides us with further experienced individuals to help drive and support in equal measure the potential this opportunity holds for Oxfordshire.