

By-Laws

of

OXFORDSHIRE LOCAL ENTERPRISE PARTNERSHIP LIMITED

(Adopted pursuant to article 26 of the Company's Articles of Association)

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BY-LAWS
OF
OXFORDSHIRE LOCAL ENTERPRISE PARTNERSHIP LIMITED (THE "COMPANY")

Adopted by the directors **January 2022**
Pursuant to article 26 of the Company's Articles of Association

1 INTRODUCTION

1.1 These by-laws are made pursuant to article 26.1 of the Company's articles of association (the **Articles**).

1.2 In these by-laws, unless the context otherwise requires, terms and references shall be construed in the same way as in the Articles, and:

Appointed Director means a Private Sector Director

Colleges means:

(a) Activate Learning; and

(b) Abingdon and Witney College;

Education Directors has the meaning given in by-law 4.1.3;

LA Directors has the meaning given in by-law 4.1.1;

Local Authorities means:

(a) Oxford City Council;

(b) South Oxfordshire District Council;

(c) Vale of the White Horse District Council;

(d) West Oxfordshire District Council;

(e) Cherwell District Council; and

(f) Oxfordshire County Council;

Nominated Director means an Education Director or LA Director;

Nominations and Personnel Committee has the meaning given in by-law 4.2;

Private Sector Directors has the meaning given in by-law 4.1.2;

Territory means the County of Oxfordshire; and

Universities

means:

- (a) The University of Oxford; and
- (b) Oxford Brookes University.

1.3 The provisions of article 1 of the Articles shall apply to these by-laws.

2 DIRECTORS

2.1 Under article 7.3 of the Articles, the directors have the power to set out procedures for the nomination and appointment of directors.

2.2 The only persons who shall be eligible for nomination and appointment as directors are persons who have been nominated and approved or appointed and approved in accordance with these by-laws.

3 TERM OF OFFICE

3.1 An Appointed Director appointed pursuant to the procedures set out in these by-laws shall, in accordance with article 7.4 of the Articles, serve an initial term of 3 years.

3.2 Upon expiry of an Appointed Director's initial term of office, that Appointed Director shall automatically cease to be a director but shall be eligible for re-appointment for a second term of office for a further three years, subject to by-law 5.2 below. In exceptional circumstances, any Appointed Director's term of office may be further extended by the directors by up to 3 years, to a maximum term of 9 years, by giving notice of their decision in writing and subject to by-law 5.2 below.

3.3 By-laws 3.1 and 3.2 shall not apply to a Nominated Director.

4 COMPOSITION OF THE BOARD

4.1 When complete, the board shall comprise the CEO plus a total of 19 directors appointed in accordance with these by-laws:

4.1.1 a director shall be appointed as a representative of each Local Authority (making a total of six **LA Directors**);

4.1.2 a total of ten directors will be appointed as representatives of the Private Sector collectively (the **Private Sector Directors**); and

4.1.3 a director shall be appointed as a representative of each University, and a director shall be appointed as a representative of the Colleges collectively (making a total of three **Education Directors**).

4.2 There shall be a committee of the board to be known as the **Nominations and Personnel Committee**, which must be chaired either by the Deputy Chair or the Vice Chair, and which has responsibility to consider all nominations for director appointments and to make recommendations to the Members.

4.3 Notwithstanding the procedures set out in these by-laws, no appointment is valid unless and until it has been made by ordinary resolution pursuant to article 7.3 of the Articles.

5 APPOINTMENT OF DIRECTORS

5.1 The appointment of each category of directors shall be carried out in accordance with the following procedures.

5.2 Eligibility

5.2.1 LA Directors: only those persons who are either elected councillors or senior officers within a Local Authority shall be eligible for appointment as LA Directors.

5.2.2 Private Sector Directors: only those persons who either live within or have a material economic base within the Territory, who are not eligible under any of the other categories of directors, and who meet any requirements set out by the directors from time to time relating to the specific skills and experience required in order to fill any Private Sector Director vacancies, shall be eligible for appointment as Private Sector Directors.

5.2.3 Education Directors: only those persons who are employees of either of the Universities or a College shall be eligible for appointment as Education Directors.

5.2.4 No person shall be eligible for appointment as a director in any category if that person:

- (a) has served two terms of office (with the initial term of office being for three years and the second term of office being for a further three years), unless:
 - (i) in exceptional circumstances, a further term for that Appointed Director has been approved under by-law 3.2
 - (ii) a period of at least 12 calendar months has expired since the expiry of their second or third term of office;
 - (iii) is a Nominated Director; or
 - (iv) that person is appointed as Chair or Deputy Chair, in which case, by-laws 7.2.2 or 7.3.2 apply to the term for that appointment.
- (b) is prohibited from being a director by law; or
- (c) has previously been removed from office as a director pursuant to articles 8.1.1, 8.1.2, 8.1.4, 8.1.5, 8.1.6 or 8.1.8 of the Articles.

5.3 Stage one: Nominations

5.3.1 Each Local Authority shall have the right to nominate an eligible individual to become its representative LA Director.

- 5.3.2 Each University shall have the right to nominate an eligible individual to become its representative Education Director.
- 5.3.3 The Colleges shall collectively have the right to nominate an eligible individual to become their representative Education Director.
- 5.3.4 All nominations must be in hard copy in writing and delivered to the registered office address of the Company.
- 5.3.5 Each candidate nominated for appointment as a director in accordance with by-laws 5.3.1 to 5.3.3 shall, within 10 Business Days of being nominated deliver to the CEO at the Company's registered office address a completed letter of application and supporting resume, which shall include their agreement to be bound by the Articles and these by-laws.
- 5.3.6 All letters of nomination and application and supporting documentation shall be forwarded to the Nominations and Personnel Committee for consideration.
- 5.3.7 The Nominations and Personnel Committee shall consider all nominations and decide whether to recommend approval to the Members. It shall notify the relevant nominating body or bodies (as the case may be) and the relevant candidate as to its decision as soon as reasonably practicable.

5.4 Stage one: Applications

- 5.4.1 All Private Sector Director appointments must be subject to an advertised vacancy process, as approved by the Nominations and Personnel Committee.

5.5 Stage two: Nominations and Personnel Committee

- 5.5.1 The Nominations and Personnel Committee, or a representative panel nominated by the Nominations and Personnel Committee, shall consider all vacancy applications, and decide whether to approve each candidate for interview.
- 5.5.2 All candidates successfully shortlisted for interview shall be invited to attend an interview within 20 Business Days of notification from the Nominations and Appointments Committee.
- 5.5.3 Following each interview, the Nominations and Personnel Committee shall within 10 Business Days notify the relevant candidate as to whether the candidate has been approved for appointment.

5.6 Stage three: Appointment

- 5.6.1 All Appointed and Nominated Director candidates who are approved by the Nominations and Personnel Committee shall be recommended to the Members for appointment.
- 5.6.2 In the unlikely event that a Nominated or Appointed Director candidate is not approved by the Nominations and Personnel Committee or by the Members, the relevant nominating body or bodies will be invited to make an alternative nomination

or the advertised vacancy process will recommence. The process will continue until approved candidates are appointed to office within the relevant category so as to fill all vacancies arising.

5.7 Replacement appointments

5.7.1 If any person appointed as a director within any category should, at any time, cease to be eligible for appointment as a director within that category:

(a) the relevant nominating body or bodies or the Appointed Director shall immediately notify the Company; and

(b) the relevant director shall be required to immediately resign from office.

5.7.2 Upon a vacancy being created as a result of the operation of by-law 5.7.1, the process set out in by-laws 5.3 to 5.6 shall be followed to appoint a replacement.

6 PROCEEDINGS OF DIRECTORS

6.1 All meetings of the directors must be called in accordance with the Articles.

6.2 It is intended that at least four meetings of the directors shall take place each year, with the proposed dates for the meetings agreed at the beginning of each financial year. As much notice as possible will be given if the proposed dates for meetings are changed. This is intended to maximise attendance at meetings.

6.3 Under article 14.2 of the Articles, the directors have the power to fix the quorum for directors' meetings, which shall then override the quorum stated in the Articles. The quorum for meetings of the directors shall be eight directors, provided that this must include at least the following directors (or their alternates):

6.3.1 one LA Director;

6.3.2 two Private Sector Directors; and

6.3.3 one Education Director.

7 CHAIR, DEPUTY CHAIR AND VICE CHAIR

7.1 Under article 15.1.1 of the Articles, the directors have the power to appoint a director as the Chair, a director as the Deputy Chair and a director as the Vice Chair. However, any appointments made pursuant to that article must satisfy the requirements set out in these by-laws.

7.2 Chair

7.2.1 Only persons in office as Private Sector Directors and Education Directors shall be eligible for appointment as the Chair. Private Sector and Education Directors are eligible for appointment as Chair from the first day of office as a director.

7.2.2 The term of office for a Chair shall be a fixed term of 3 years (which shall be in addition to any time already served by that person as a director before being appointed as Chair, if applicable). The term of office of any Chair may be extended by the directors for a further three-year term by giving notice of their decision in writing. In exceptional circumstances, any Chair's term of office may be further extended by the directors by up to 3 years, to a maximum term of 9 years as Chair, by giving notice of their decision in writing.

7.2.3 The principal responsibilities of the Chair are:

- (a) providing leadership to the directors;
- (b) planning and conducting meetings of the directors effectively;
- (c) involving all directors in decisions and activities of the directors;
- (d) ensuring that the directors focus on their key tasks;
- (e) engaging the directors in assessing and improving their collective performance;
- (f) overseeing the induction and development of directors; and
- (g) supporting the CEO.

7.3 Deputy Chair

7.3.1 Only persons in office as Private Sector or Education Directors shall be eligible for appointment as the Deputy Chair. Private Sector or Education Directors are eligible for appointment as Deputy Chair from the first day of office as a director.

7.3.2 The term of office for a Deputy Chair shall be a fixed term of 3 years (which shall be in addition to any time already served by that person as a director before being appointed as Deputy Chair, if applicable). The term of office of any Deputy Chair may be extended by the directors for a further three-year term by giving notice of their decision in writing.

7.3.3 The principal responsibilities of the Deputy Chair are:

- (a) to assist and support the Chair in providing leadership to the directors and also to act as a 'sounding board' and confidante to the Chair in the execution of his or her role;
- (b) in the Chair's absence, to chair meetings and to deputise for the Chair in other appropriate ways;
- (c) to be a member of the Nominations and Personnel Committee (and the Deputy Chair shall not be required to be a member of any other committees); and

- (d) to assist and support the Chair in ensuring that all Private Sector Directors and Education Sector Directors, upon appointment or nomination to office, are fully briefed on the terms of their appointment and their duties and responsibilities.

7.4 Vice Chair

- 7.4.1 The LA Director who is currently in office as the chair of the Future Oxfordshire Partnership (which is a separate and independent organisation) shall automatically be appointed as the Vice Chair and shall hold this position *ex officio*.
- 7.4.2 The term of office for a Vice Chair shall continue for as long as that person remains in office as the chair of the Future Oxfordshire Partnership and shall terminate automatically upon that person ceasing to hold the position of chair of the Future Oxfordshire Partnership.
- 7.4.3 The principal responsibilities of the Vice Chair are:
 - (a) to assist and support the Chair in providing leadership to the directors and also to act as a 'sounding board' and confidante to the Chair in the execution of his or her role
 - (b) in the Chair and the Deputy Chair's absence, to chair meetings and to represent the directors in other appropriate ways
 - (c) to assist and support the Chair in ensuring that all LA Directors, upon nomination to office, are fully briefed on the terms of their appointment and their duties and responsibilities.