

Report to Shareholder Meeting ODS

The Appointment of Non-Executive Directors

Purpose

To seek the views of the Shareholder Group SG into the appointment of Non-Executive Directors to the board of Oxford Direct Services Limited (ODSL) and Oxford Direct Services Trading Limited (ODSLT)

Background

It is considered good practice to include suitably qualified and experienced Non-Executive Directors (NEDs) on the boards of companies.

It now feels appropriate that we seek to appoint NEDs to the boards of ODSL and ODSL. These may be the same individuals or there may be a high degree of overlap between them.

The appendix to this report sets out the rationale for this and an approach that could be applied by Oxford City Council in the appointment of NEDs to the boards of the companies wholly owned by the City Council.

The SG's view is sought on the following matters in respect of ODSL and ODSL in particular.

1. Is the appointment of NEDs to the boards of ODSL and ODSL supported?
2. If yes, request that the Boards of ODSL and ODSL report on the number of and skills sought from prospective NEDS.
3. Confirm whether the whole SG, a sub committee or a nominated individual will take part in the recruitment and selection process
4. Advise whether appointment should be delegated to that sub-committee or individual.
5. Request that the boards report on the likely levels of remuneration required to recruit the candidates of the desired calibre.

Next steps

The existing directors and advisors will work up a proposal for the recruitment and selection of NEDs based on the views of the SG.

Tim Sadler

November 2018

