

Agenda

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Shareholder Meeting **Oxford Direct Services Limited** **Oxford Direct Services Trading Limited**

Date: **Monday 18 December 2017**

Time: **5.00 pm**

Place: **Barrister's Room - Town Hall**

For any further information please contact the Committee
Services Officer:

John Mitchell, Committee and Member Services Officer

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Shareholder Meeting

Membership

Chair Councillor Bob Price

Vice-Chair Councillor Susan Brown

Councillor Tom Hayes

Councillor Alex Hollingsworth

Councillor Mike Rowley

Councillor Dee Sinclair

Councillor Linda Smith

Councillor John Tanner

Councillor Marie Tidball

Councillor Ed Turner

The quorum for this meeting is three members.

Copies of this agenda

Reference copies are available to consult in the Town Hall Reception. Agendas are published 6 working days before the meeting and the draft minutes a few days after.

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- viewed using the computers in the Customer Services, St Aldate's, or
- subscribed to electronically by registering online at mycouncil.oxford.gov.uk

AGENDA

	Pages
Items to be considered in public	
1 Apologies for absence	
2 Declarations of Interest	
3 ODSL and ODSTL terms of reference	9 - 14
<p>The proposed terms of reference for Oxford Direct Services Limited and Oxford Direct Services Trading Limited are set out in the attached document.</p> <p>Recommendation: that the Shareholder Group resolves to:</p> <p>Approve the terms of reference.</p>	
4 ODSL and ODSTL Adoption of Articles of Association	15 - 40
<p>Attached are:</p> <ul style="list-style-type: none">• Articles of Association (common to both companies)• Resolutions to confirm agreement to the Articles (one for each company) <p>Recommendation: that the Shareholder Group resolves to:</p> <p>Agree the resolutions to adopt the Articles of Association for both Oxford Direct Services Limited and Oxford Direct Services Trading Limited and that Councillor Bob Price be authorised to sign them on behalf of the Shareholder.</p>	
5 ODSL and ODSTL Shareholder Agreements	41 - 84
<p>On 29 November 2017 the Board of Directors of Oxford Direct Services Limited and Oxford Direct Services Trading Limited resolved that the attached Shareholder Agreements be put to the Shareholder Group for its consideration and, if appropriate, approval, following which the agreements will be signed on behalf of both parties.</p> <p>Recommendation: that the Shareholder Group resolves to:</p> <ol style="list-style-type: none">1. Agree the City Council's entry into the Shareholder Agreements and nominate Cllr Price to sign on its behalf; and2. Note that Tim Sadler will sign the agreements behalf of Oxford Direct Services Limited and Oxford Direct Services Trading Limited.	

6 Appointment of Auditor

To note the present position in respect of the appointment of an auditor to Oxford Direct Services Limited and Oxford Direct Services Trading Limited. The Council's Head of Financial Services will provide a verbal update.

7 ODSL and ODSTL appointment of Director

The Group is asked to note that Graham Bourton is retiring from Oxford City Council on 31 January 2018 and resigned as a Director of Oxford Direct Services Limited and Oxford Direct Services Trading Limited with effect from 31 October 2017.

It is proposed that Simon Howick should be appointed as a Director of Oxford Direct Services Limited and Oxford Direct Services Trading Limited with effect from 18 December 2017.

Recommendation: that the Shareholder Group resolves to:

Approve the appointment of Simon Howick as a Director of Oxford Direct Services Limited and Oxford Direct Services Trading Limited with effect from 18 December 2017.

8 Any other business

Items to be considered in private - matters exempt from publication

If the Shareholder Group wishes to exclude the press and the public from the meeting during consideration of any of the items on the exempt from publication part of the agenda, it will be necessary for the Shareholder Group to pass a resolution in accordance with the provisions of Paragraph 21(1)(b) of the Local Authorities (Executive Arrangements) (Access to Information) (England) Regulations 2000 on the grounds that their presence could involve the likely disclosure of exempt information as described in specific paragraphs of Schedule 12A of the Local Government Act 1972.

The Shareholder Group may maintain the exemption if and so long as, in all the circumstances of the case, the public interest in maintaining the exemption outweighs the public interest in disclosing the information.

Matters Exempt from Publication

9 ODSL and ODSTL Business Plan

85 - 88

The Board of Directors of Oxford Direct Services and Oxford Direct Services Trading Limited will present the draft business plan to the Shareholder Group.

Recommendation: that the Shareholder Group resolves to:

1. **Note** the progress of Oxford Direct Services Limited and Oxford Direct Services Trading Limited ; and
2. **Endorse**, the draft business plan.

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 (ie 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.

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". What this means is that the matter of interests must be viewed within the context of the Code as a whole and regard should continue to be paid to the perception of the public.

*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.

