

Agenda for a meeting of the

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Shareholder and Joint Venture Group for Oxford City Council Companies

Date: **Tuesday 17 March 2020**

Meeting
starts at: **6.00 pm**

Place: **The Old Library - Oxford Town Hall**

For any further information please contact the Committee
Services Officer:

**Catherine Phythian, Committee and Member Services
Officers**

Telephone: 01865 25 2275

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This meeting will be held mostly or entirely in private session as the Group will be discussing commercially sensitive matters and information relating to the Council's companies.

Many of the reports are not available to the public as they contain commercially sensitive information relating to the Council's companies.



*Barton Oxford
LLP*

Shareholder and Joint Venture Group

Membership

Chair Councillor Susan Brown

Vice-Chairs Councillor Linda Smith Councillor Ed Turner

Members	Councillor Nigel Chapman	Councillor Mary Clarkson
	Councillor Tom Hayes	Councillor Alex Hollingsworth
	Councillor Mike Rowley	Councillor Marie Tidball
	Councillor Louise Upton	

The quorum for this meeting is three members.

All Members of Cabinet are Members of this Group (the SJVG).

Advisers to the Group (the SJVG)

Anita Bradley	Monitoring Officer/ Head of Law and Governance	Nigel Kennedy	s151 Officer / Head of Financial Services
Tom Hudson	Law and Governance		

Copies of this agenda and those papers available to the public

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.

All agendas, public reports and public minutes are available online and can be:

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

Agenda items

Number	Agenda item	Approximate start times/ Pages
	<p>Public reports can be viewed individually from the SJVG meeting page on the council's website.</p> <p>Separate packs for each company, containing all the reports for that company, are sent to the SJVG members and their support officers and to those attending on behalf of that company.</p> <p>This agenda shows the approximate time when the SJVG will consider reports from each company.</p>	
1	Apologies for absence	
2	Declarations of interest	
3	SJVG Confidentiality and private session	
	<p>Access to reports and admission to Shareholder and Joint Venture Group Meetings</p> <p>A limited company in which a local authority holds an interest, even a 100% interest, falls outside the strict requirements of local government law.</p> <p>It follows, therefore, that meetings between the shareholder of a private limited company and the directors of such company are essentially private matters, to which the public holds no automatic right of admittance.</p> <p>While this Council would be entitled, therefore, to treat its shareholder meetings as entirely private matters, in the spirit of transparency it has allowed public access to the "open" parts of the meeting, only going into private session when any matters of a confidential, commercial or financial nature are discussed.</p> <p>The agenda lists all reports to be considered and whether access to these is 'public' or 'private'.</p> <p>The Chair of the SJVG will confirm at the start of the meeting:</p> <ul style="list-style-type: none"> • which reports and parts of the business are to be discussed in public session (to which the public and those not directly involved in the Company can be admitted) and • which reports and parts of the business are to be discussed in private (to which only the relevant Company's directors and their advisers will be admitted). 	

The Chair at her discretion may decide to move from public to private discussion or vice-versa at any point during the meeting.

Items relating to the Companies

Items related to the individual companies for consideration by the Group.

4 Scrutiny comments and/or recommendations

The Group is asked to consider any comments and/or recommendations from the Companies' Scrutiny Panel meeting. 6.05 pm

5 Oxford Direct Services Ltd and Oxford Direct Services Trading Ltd (ODS)

Those who may attend for this company's items: 6.15 pm

Company Directors:

Simon Howick

Tim Sadler

Others in attendance:

Lindsay Cane (Company Secretary)

5a Oxford Direct Services Update March 2020 report (Private)

The Managing Director has submitted an update on the work of Oxford Direct Services. 13 - 36

Recommendations: That the Shareholder and Joint Venture Group resolves to **note** progress

6 Oxford West End Development (OxWED)

Those who may attend for this company's items: 6.40 pm

Oxford City Council's Company Directors

Gordon Mitchell

Tom Bridgman

Others in attendance

Lindsay Cane (Company Secretary)

Stephen Hing (OxWED Development Director)

6a OxWED: Quarterly reporting on finance and progress to

SJVG (Private)

The Development Director for OxWED has submitted a report to update the Shareholder and Joint Venture Group on the work of OxWED.

37 - 44

Recommendation: That the Shareholder and Joint Venture Group discusses and **notes** the report.

7 Barton Oxford Limited Liability Partnership (LLP): (Part Private)

Those who may attend for this company's items:

7.00 pm

City Council's representatives on the Limited Liability Partnership (LLP):

Stephen Clarke

Caroline Green

Jane Winfield

7a Barton LLP Update March 2020 (Open)

The Regeneration and Major Projects Service Manager has submitted a report to provide an update into the activities of Barton Oxford LLP over the quarter to 31 March 2020.

45 - 48

Recommendation: That the Shareholder and Joint Venture Group **notes** the contents of the report.

7b Barton LLP Update Appendix (Private)

49 - 50

8 Oxford City Housing Ltd - the Housing Group (Part Private)

Those who may attend for this company's items:

7.15 pm

Company Directors:

Richard Connolly (Chair of the Board)

Stephen Clarke

Jane Winfield

Others in attendance

Lindsay Cane (Company Secretary)

David Watt (Strategic Finance Manager)

8a Housing Group Governance (Open)

The Company Secretary of the Housing Group of Companies has submitted two reports for consideration.

51 - 58

a) Governance Update – Housing Group of Companies

To update the Shareholder and Joint Venture Group on recent developments in regard to the composition of the Boards of three Housing Group companies.

Recommendations: That the Shareholder and Joint Venture Group resolves to:

1. Note that the Housing Group of companies has made the changes set out in this report to the composition of the Boards of each of three Housing Group companies: Oxford City Housing Limited; Oxford City Housing (Development) Limited and Oxford City Housing (Investment) Limited (collectively “the Housing Group”).
2. Note that the two individuals selected as the new non-executive directors have been recorded at Companies House as Board directors of the Housing Group.
3. Note that a further recruitment campaign is now required to recruit and appoint a new MD under the previous Shareholder delegated approval.

b) Register of Directors’ Interests – Housing Group of Companies

To update the Shareholder and Joint Venture Group on the proposal to update the Register of Interests of directors of the Housing Group of Companies

Recommendation: That the Shareholder and Joint Venture Group resolves to

1. note that with the recent changes and additions to the Boards of the Housing Group of companies - Oxford City Housing Limited; Oxford City Housing (Development) Limited and Oxford City Housing (Investment) Limited (collectively “the Housing Group”) - it is proposed that a revised Register of Directors’ Interests be compiled and held for directors’ and shareholders’ information.

8b Housing Group: Quarterly reporting on finance and performance to SJVG (Private)

This report provides consolidated commentary and feedback on the most recent revisions to the 10 year Strategic Development Plan up to December 2019.

59 - 92

Recommendations: The Shareholder is asked to:

1. Note the contents of the report discussing current performance

across the main areas of activity i.e. operations, development, finance, KPI's and Risk

2. Note the revised draft Business Plan schedule of projects at Appendix 1.
3. Note the contents within the series of remaining appendices and provide comment and feedback for future reporting on points of interest or identified focus.

Items for the Shareholder and Joint Venture Group

Items unrelated to any individual company for consideration by the Group.

9 Minutes of the previous meeting [part private]

93 - 110

Recommendation: to approve the public and private minutes of the Shareholder and Joint Venture Group meeting on 19 November 2019 as a true and correct record.

7.45 pm

Commercially sensitive information

The private/ restricted access parts of this agenda contain commercially sensitive information relating to the Council's companies and joint ventures. The handling of confidential information is an important element in the relationship of trust that exists between members, officers and the public.

A mishandling of such information or its accidental or deliberate disclosure will damage that trust as well as possibly lead to formal proceedings being taken against the Council, individual members or officers.

The duty not to disclose information provided to a member in confidence is governed by the General Obligations under the Members' Code of Conduct contained in the Council's constitution (Paragraph 22.7).

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.

Shareholder and Joint Venture Group

Information about Oxford City Council companies

Information about each company is also available on the [Companies House](#) website.



1. Oxford Direct Services (ODS)

ODS is the wholly owned trading arm of the Council. It is structured as two companies that work together to deliver cost-effective public and commercial services include building, waste & recycling, streetscene, parks & open spaces, highways & engineering, motor transport and pest control.

Companies:

- (i) **Oxford Direct Services Limited (ODSL)** (Company no.10719222)
a “Teckal” company* which provides services directly to the Council; and
- (ii) **Oxford Direct Services Trading Limited (ODSTL)** Company no.10719214
is a trading company which trades and competes for business in the wider city economy:

Oxford City Council is the sole shareholder in both companies and both are controlled by the same Board of Directors.

*see para 5 for the definition of “Teckal”



2. The Housing Group Oxford

Oxford City Housing Limited (OCHL) is the Council's wholly owned housing company which aims to increase housing supply in Oxford. OCHL has two wholly-owned subsidiaries and the three companies are known collectively as “The Housing Group”

The Housing Group benefits from “Teckal” status

Oxford City Housing Limited – OCHL (Company no.10212716)

This is the parent or holding company for the two subsidiaries (listed below) which were established for the purposes of:

- (i) Buying and selling of own real estate and
- (ii) Letting and operation of own or leased real estate
- (iii) Development of housing projects

Oxford City Housing (Investment) Limited – OCH(I)L (Company no.10370637)

The purposes include:

- (i) Buying and selling of own real estate and
- (ii) Letting and operation of own or leased real estate

The company primarily procures the social rented housing being delivered at the major new mixed-tenure development at Barton Park, required of housebuilders as part of the Section 106 Agreement entered into by Barton Park LLP (the joint venture between the City Council and Grosvenor Estates). This arrangement is planned to continue for both current and future phases and is anticipated to provide in total 354 social rented homes over a number of years. The homes are let and managed by the Council but ownership remains with the company. The rental stream services the loans taken out by the company from the Council's General Fund. Future activity would also potentially include forms of ownership of market rented housing.

Oxford City Housing (Development) Limited – OCH(D)L (Company no.10370647)

The purpose is:

- (i) Development of housing projects

The company delivers mixed tenure housing developments which include the sale of affordable housing units to the Council. For each development scheme there is usually:

- Open market housing for sale
- a 50% affordable housing requirement (subject to scheme viability) in the negotiated S106 agreement and
- 'additionality' where the Council secures grant/subsidy to support the purchase of some or all of the open market housing on each scheme, to 'flip the tenure' to achieve additional affordable housing, where this represents value for money.

3. Oxford West End Development Ltd (OXWED) (Company no.09957392)



OXWED is a joint venture development partnership company with Nuffield College created to enable the delivery of a major new mixed used development on the Oxpens site, a key site to the west of Oxford City Centre.

The Council and Nuffield College each have a 50% holding in OXWED and each can appoint three directors to the OXWED Board which takes some strategic and all operational decisions.

OXWED has different shareholder arrangements from the other Council Companies because most shareholder decisions must only be taken by jointly by the shareholders (the Council and Nuffield College).

4. Barton Oxford Limited Liability Partnership (LLP) (Company no.OC368330)

Barton Oxford LLP is a joint venture development partnership of the Council and Grosvenor Developments Ltd created to enable the delivery of the major new development now known as Barton Park.

The structure and governance of an LLP is different from that of a Limited Company.

5. Definitions

Teckal status: The Housing Group and ODS benefit from “Teckal” status allowing them to trade (contract for works, services or supply) with the Council and other “Teckal” companies wholly within the ownership of the Council, without having to go through a competitive tender process.

A “Teckal” company benefits from contracts for works, services or supply from its controlling Contracting Authority (the Council) without having to go through a competitive tender process and must meet these tests among others:

- the Council must exercise a control which is similar to that which it exercises over its own departments – this means it/they must exercise a decisive influence over both strategic objectives and significant decisions of the controlled company either itself or through another subsidiary; and
- more than 80% of the activities of the company must be carried out in the performance of tasks entrusted to it by the Council.

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