

Agenda

for a meeting of the



Shareholder and Joint Venture Group for Oxford City Council Companies

Date: **Wednesday 17 March 2021**

Meeting starts at: **6.00 pm**

Place: **Zoom - Remote meeting**

For any further information please contact the Committee Services Officer:

Jennifer Thompson, 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 Ed Turner	Councillor Tom Hayes
Members	Councillor Nigel Chapman	Councillor Mary Clarkson
	Councillor Alex Hollingsworth	Councillor Mike Rowley
	Councillor Linda Smith	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)

Susan Sale	Law & Governance	Benita Edwards	Law & Governance
Nigel Kennedy	s151 Officer / Head of Financial Services	Tom Hudson	Law and Governance

Agenda items

Number	Agenda item	Approximate start times/ Pages
	<p>The agenda item text indicates which documents are available to the public and which are private. Public reports can be viewed individually under the agenda items on 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>The 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 that reports and parts of the business listed as private will be discussed in private session (to which only the relevant Company's directors and their advisers will be admitted).</p> <p>The Chair at her discretion may decide to move from public to private discussion or vice-versa at any point during the meeting.</p>	

Items relating to the Companies

4 Scrutiny comments and/or recommendations (Private)

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

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

Those who may attend for this company's items:

Company Directors:

Simon Howick

Tim Sadler

Others in attendance:

Lindsay Cane (Company Secretary)

Gregor Budde (Finance Director)

6.15 pm

5a Oxford Direct Services update March 2021 (Private)

Purpose of report: to update the Shareholder Group on the ODS Group performance year to date for 2020/21.

Recommendations are set out in the report.

Private pack
11 - 26

6 Oxford City Housing Ltd - The Housing Group (OCHL)

Those who may attend for this company's items:

Company Directors:

Kerry Kyriacou (Chair)

Stephen Clarke

Jane Winfield

Mike Day (Managing Director)

Others in attendance

Lindsay Cane (Company Secretary)

David Watt (Strategic Finance Manager)

6.55 pm

6a Finance and KPI Update Report - Housing Group of Companies - January 2021 (Private)

Purpose of report: to provide an update on Oxford City Housing Company's (OCHL's) performance.

Recommendations are set out in the report.

Private pack
27 - 52

7 Barton Oxford Limited Liability Partnership (LLP)

Those who may attend for this company's items:

7.30 pm

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

Stephen Clarke

Paul Leo

Carolyn Ploszynski

Jane Winfield

7a Barton LLP Quarterly Performance report March 2021 (Part open, Part private)

Purpose of report: to provide an update into the activities of Barton Oxford LLP (BOLLP) over the past quarter.

Public pack
11-14

Recommendation: to note the report.

Private pack
53 - 58

Items for the Shareholder and Joint Venture Group

Items unrelated to an individual company or companies for consideration by the Group.

8 Minutes of the previous meeting (Part open, Part private)

Private pack
59 - 75

Recommendation: to approve the public and private minutes of the Shareholder and Joint Venture Group meeting on **16 December 2020 and 10 February 2021** as a true and correct record.

**Public
pack 15-20**

9 SJVG Dates of next meetings

Dates of next scheduled meetings:

Shareholder and Joint Venture Group

Companies Scrutiny Panel

23 June 2021

21 June 2021

22 September 2021

20 September 2021

20 December 2021

14 December 2021

Other meetings may be arranged as required.

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.

To: Oxford City Housing Ltd Shareholder Meeting
Date: 17 March 2021
Report of: Jane Winfield, Corporate Property Service Head
Title of Report: Quarterly Progress Report relating to Barton Oxford LLP

Summary and recommendations	
Purpose of report:	This report provides an update into the activities of Barton Oxford LLP (BOLLP) over the past quarter.
Recommendation(s): There is a resolution to:	
1. Note the contents of the report.	

Appendices	
Appendix 1	Not for publication.

Introduction and background

1. This is the eighth report to the Shareholder and Joint Venture Group covering the period since the previous update in December 2020.

Coronavirus

2. The impact on the residential real estate market has been mixed. Residential development land transactions are occurring and high volume Housebuilders have experienced recent share price rises. Local agents continue to report low levels of supply against high levels of demand which is supported by the Government's decision to stop Stamp Duty Land Tax on the first £500,000 for house sales until the end of March 2021. There are widely reported fears that residential property values will fall nationally after the SDLT holiday ends. At the time of writing there was hope that an extension will be announced shortly and additional support for first time buyers is expected.

Historically Oxford has proved to be resilient to falls in value due to high levels of latent demand although with a sharp economic bounce back looking increasingly unlikely there is added risk of value reduction. The resilience of the Oxford market will be tested (and monitored) over the spring and is dependent on the wider economic backdrop although the recently announced road map to

recovery is positive news. Local agents report low levels of new properties coming available to buy and rent.

Progress Update

First Phase

There only remain 14 units to complete of the total of 237. All 95 social rented units have been completed and purchased by Oxford City Housing (Investment) Limited. The final 14 private dwellings are expected to complete by late spring/early summer.

Second Phase

3. There is little further to report from the last update. Works continue at a reduced rate. Completion of the first phase of 55 units close to the school is expected in mid - 2021. A more detailed programme is expected shortly.

Future Phases

4. Delivery of further phases involves sales and marketing of land parcels, the information is commercially sensitive and further details are contained in the not for publication appendix.

The Pavilion

5. The pavilion has now transferred to the Council. Plans are being developed to improve the disabled parking and disabled WC along with redecoration of some areas.

The School/Community facilities

6. The school has current vacancies in reception and years 1 and 2. Booking of the community facilities and pitch is by an online platform run by the school although this is currently unavailable due to lockdown.

The Bus Link

7. The permanent bus services are now confirmed and running. The service is not subsidised by BOLLP.

Public Art

8. Public Art proposals were agreed with the Board at its last meeting and will be delivered by RAW. Public feedback will start shortly and the proposals include for community activation. The detail remains confidential until the final proposals are costed however images are attached in the not for publication appendix.

Financial Implications

9. There are no financial implications arising directly from this report.

Legal Implications

10. There are no legal implications arising directly from this report.

Report author	Jane Winfield
Job title	Corporate Property Service Head
Service area or department	Corporate Property
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Open minutes of a meeting of the Shareholder and Joint Venture Group for Oxford City Council Companies on Wednesday 16 December 2020



SJVG members:

Councillor Brown (Chair)	Councillor Turner (Vice-Chair)
Councillor Hayes (Vice-Chair)	Councillor Chapman
Councillor Clarkson	Councillor Hollingsworth
Councillor Rowley	Councillor Linda Smith
Councillor Upton	

Officers representing the Council and/or supporting the Shareholder:

Anita Bradley, Monitoring Officer/ Head of Law and Governance
Nigel Kennedy, s151 Officer / Head of Financial Services
Paul Leo, Council Director
Tom Hudson, Scrutiny Officer, Law and Governance
Jennifer Thompson, Law and Governance

Company Directors and support staff present for all or part of the meeting (see individual minutes for details):

Lindsay Cane, Company Secretary for Oxford Direct Services, Housing Group and OxWED
Stephen Clarke, Director, Housing Group and Barton Oxford LLP
Mike Day, Director, Housing Group
David Watt, Housing Group
Simon Howick, Managing Director, Oxford Direct Services
Tim Sadler, Director, Oxford Direct Services
Tom Bridgman, Director, OxWED
Kevin Minns, Managing Director, OXWED

Apologies:

Councillor Tidball sent apologies.

18. Declarations of interest

None.

19. SJVG Confidentiality and private session

The Shareholder and Joint Venture Group members agreed that all items relating to the individual companies would be discussed in private session. They agreed to exclude the public and also all directors and officers who were neither their advisers nor had a direct relationship with the respective company being discussed. The public webcast concluded at this point.

20. Scrutiny comments and/or recommendations

This item was considered in private session.

21. Barton Oxford Limited Liability Partnership (LLP): (Part Private)

Present for this part of the meeting

Stephen Clarke (LLP Director)

a) Barton LLP Quarterly Performance report (Part open, part private)

This item was considered in private session.

22. Oxford West End Development (OxWED) (Private)

Present for this part of the meeting

- Tom Bridgeman (OxWED Company Director, Oxford City Council)
- Kevin Minns (Managing Director, OxWED)

Others in attendance

- Lindsay Cane (Company Secretary)

a) OXWED: Update to Shareholders December 2020 (Private)

This item was considered in private session.

23. Oxford City Housing Ltd - The Housing Group (Private)

Present for this part of the meeting

- Stephen Clarke (Company Director)
- Mike Day (Managing Director)

Others in attendance

- David Watt (OCHL Strategic Finance Manager)
- Lindsay Cane (Company Secretary)

a) OCHL Strategic 10 Year Business Plan (Private)

This item was discussed in private session. The SJVG approved the business plan as submitted.

Cllr Clarkson left during this item.

b) Finance and KPI Update Report - Housing Group of Companies - December 2020 (Private)

This item was taken in private session.

24. Oxford Direct Services Ltd and Oxford Direct Services Trading Ltd (ODS)

Present for this part of the meeting

- Tim Sadler (Company Director)
- Simon Howick (Managing Director)

Others in attendance

- Lindsay Cane (Company Secretary)
- Gregor Budde (Finance Director)

a) ODS Business Plan 2021 - 2025 (Private)

This item was discussed in private session. The SJVG approved the business plan as submitted.

Cllr Smith and Cllr Upton left during this item.

25. Minutes of the previous meeting [part private]

The private and public minutes of the SJVG meeting held on 16 September 2020 were agreed as a true and correct record.

26. SJVG Dates of next meetings

The next scheduled meeting of the SJVG will be held on 17 March 2021. Other meetings may be arranged as required.

The meeting started at 6.00 pm and ended at 8.15 pm

Chair

Date:

Note: the next meeting is on Wednesday 10 February 2021

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Open minutes of a meeting of the Shareholder and Joint Venture Group for Oxford City Council Companies on Wednesday 10 February 2021

SJVG members:

Councillor Brown (Chair)	Councillor Turner (Vice-Chair)
Councillor Hayes (Vice-Chair)	Councillor Chapman
Councillor Clarkson	Councillor Hollingsworth
Councillor Rowley	Councillor Linda Smith
Councillor Upton	

Officers representing the Council and/or supporting the Shareholder:

Nigel Kennedy, s151 Officer / Head of Financial Services
Susan Sale, Law & Governance
John Mitchell, Law and Governance

Company Directors and support staff present for all of the meeting :

Tim Sadler, Director, Oxford Direct Services
Simon Howick, Managing Director, Oxford Direct Services
Anne-Marie Scott, Oxford Direct Services
Lindsay Cane, Company Secretary for Oxford Direct Services,

Apologies:

Councillors Tidball sent apologies.

27. Declarations of interest

None.

28. Matters Exempt from Publication

In accordance with the provisions of Paragraph 4(2)(b) of the Local Authorities (Executive Arrangements) (Access to Information) (England) Regulations 2012 the SJVG resolved to exclude the press and the public from the meeting during consideration of the following item.

29. Employment Arrangements for ODSTL

This matter was considered in confidential session.

The meeting started at 5.30 pm and ended at 5.45 pm

Chair

Date: Wednesday 10 March 2021

Note: the next meeting is on Wednesday 10 March 2021