

Agenda

for a meeting of the

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Shareholder and Joint Venture Group for Oxford City Council Companies

Date: **Wednesday 14 April 2021**

Meeting starts at: **5.45 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

Email: democraticservices@oxford.gov.uk

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.



OCHL
Oxford City Housing Limited

OXWED
Oxford West End Development Ltd

*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
Nigel Kennedy	s151 Officer / Head of Financial Services

Agenda items

Number	Agenda item	Approximate start times/ Pages
1	Apologies for absence	
2	Declarations of interest	
3	SJVG Confidentiality and private session	
	Access to reports and admission to Shareholder and Joint Venture Group Meetings	
	A limited company in which a local authority holds an interest, even a 100% interest, falls outside the strict requirements of local government law.	
	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.	
	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.	
	The agenda lists all reports to be considered and whether access to these is ‘public’ or ‘private’.	
	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).	
	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		
4	Update on appointments - Oxford Direct Services Limited (ODSL) and Oxford Direct Services Trading Limited (ODSTL)	7 - 8
	Purpose:	
	To consider the report of the Head of Law & Governance seeking approval for a change in the Council’s appointments to the Board of	

Directors for both ODSL and ODSTL

Recommendations: That there is a resolution to:

- appoint Ian Wright as one of the Directors on the ODSL Board, on an interim basis;
- appoint Ian Wright as one of the Directors on the ODSTL Board, on an interim basis; and
- note that Tim Sadler will become a Non-Executive Director of both ODSL and ODSTL

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”

To: Shareholder and Joint Venture Group
Date: 14 April 2021
Report of: Head of Law & Governance
Title of Report: Update on appointments – Oxford Direct Services Limited (ODSL) and Oxford Direct Services Trading Limited (ODSTL)

Summary and recommendations	
Purpose of report:	To seek approval for a change in the Council's appointments to the Board of Directors for both ODSL and ODSTL
Recommendations:	That there is a resolution to:
1.	appoint Ian Wright as one of the Directors on the ODSL Board, on an interim basis;
2.	appoint Ian Wright as one of the Directors on the ODSTL Board, on an interim basis; and
3.	note that Tim Sadler will become a Non-Executive Director of both ODSL and ODSTL

Background and reasons

1. Oxford Direct Services Limited (ODSL) and Oxford Direct Services Trading Limited (ODSTL) are companies wholly owned by Oxford City Council.
2. The Shareholders' Agreement relating to each company states that it is the responsibility of the shareholder, the Council, to give prior written consent for the appointment and dismissal of any Director to the Board of the company. The Council's Constitution provides (Part 3.7) that the shareholder role will be performed by the Shareholder and Joint Venture Group.
3. The current Directors of ODSL and ODSTL are Tim Sadler, Catherine Pridham (Non-Executive Director), Michael Whitwell (Non-Executive Director) and Simon Howick (Managing Director). In light of Tim Sadler's retirement from the Council from 30th April 2021 he will continue to serve as a Director of the two companies until the end of his term, in a non-executive capacity, however he will no longer be the council's representative on the company boards. It is therefore proposed that Ian Wright, the Council's Head of Regulatory Services and Community Safety, take this role on an interim basis until the Council's

Executive Director for Corporate Resources is in post. Ian Wright should be appointed to the Boards of both ODSL and ODSTL as a Director.

Financial Implications

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

Legal Implications

5. The responsibility to represent the Council as shareholder of each company is an executive function. The Leader of the Council may therefore determine the nature of such representation, currently operated through a Shareholder and Joint Venture Group comprising all members of the Cabinet.
6. The directors hold a fiduciary duty to their company, but at the same time are also accountable to the shareholder, and as such owe duties to both the Council and the company.
7. As the Council and its companies are separate legal entities, care must be taken to ensure that conflicts of interest are avoided. The Council's Constitution provides that when Council officers are asked to provide advice in a situation where the interests of the Council and a company are not entirely aligned, individual officers should be assigned to advise or represent one side or the other, but should not act for both.

Report author	Emma Griffiths
Job title	Lawyer
Service area or department	Law & Governance
Telephone	01865 252208
e-mail	egriffiths@oxford.gov.uk