

# Agenda

## for a meeting of the



# Shareholder and Joint Venture Group

## for Oxford City Council Companies

Date: **Tuesday 27 July 2021**

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Meeting starts at: **6.00 pm**

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Place: **Main Hall - Town Hall**

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For any further information please contact the Committee Services Officer:

**John Mitchell, Committee and Member Services Officer**

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Email: [democraticservices@oxford.gov.uk](mailto:democraticservices@oxford.gov.uk)

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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.



**OCHL**  
Oxford City Housing Limited

**OXWED**  
Oxford West End Development Ltd

*Barton Oxford  
LLP*

# **Shareholder and Joint Venture Group**

## **Membership: Members confirmed by the Leader.**

**Chair** Councillor Susan Brown

Councillor Ed Turner

Councillor Tom Hayes

Councillor Lubna Arshad

Councillor Mike Rowley

Councillor Alex Hollingsworth

The quorum for this meeting is three members.

## **Advisers to the Group (the SJVG)**

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

# 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	<b>Apologies for absence</b>	
2	<b>Declarations of interest</b>	
3	<b>Adoption of terms of reference for the Shareholder and Joint Venture Group</b>	11 - 14
	<p><b>Recommendation:</b> to agree the attached terms of reference for the Shareholder and Joint Venture Group noting also the membership and that meetings will be chaired by the Leader of the Council or in their absence another member notified by the Leader of the Council.</p>	
4	<b>SJVG Confidentiality and private session</b>	
	<p>If the SJVG 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 SJVG to pass a resolution in accordance with the provisions of Paragraph 4(2)(b) of the Local Authorities (Executive Arrangements) (Access to Information) (England) Regulations 2012 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.</p> <p>The SJVG 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.</p>	
	<b>Items relating to the Companies</b>	6.05pm
	<p>The agenda item text indicates which documents are available to the public and which are private.</p> <p>Public reports in this section are available on the website under each agenda to download individually but are not included in an agenda pack.</p>	

<b>5</b>	<b>Scrutiny comments and/or recommendations</b>	
	The Group is asked to consider any comments and/or recommendations from the Companies' Scrutiny Panel meeting.	
<b>6</b>	<b>Oxford Direct Services Ltd and Oxford Direct Services Trading Ltd (ODS) (Private)</b>	
	<b>Those who may attend for this company's items:</b>	
	<b>Company Directors:</b>	
	Simon Howick	
	Tim Sadler	
	<b>Others in attendance:</b>	
	Lindsay Cane (Company Secretary)	
	Gregor Budde (Finance Director)	
<b>7</b>	<b>Oxford Direct Services - Quarterly Performance monitoring report July 2021 (private)</b>	15 - 34
	<b>Purpose of report:</b> To update the Shareholder Group on the ODS Group performance for the year 2020/21 and headline key matters in 2021/22.	
	Recommendations are set out in the report.	
	<b>Items for the Shareholder and Joint Venture Group</b>	
	Items unrelated to an individual company or companies for consideration by the Group.	
	The agenda item text indicates which documents are available to the public and which are private.	
	Public reports in this section are available on the website under each agenda to download individually but are not included in an agenda pack.	
<b>8</b>	<b>Minutes of the previous meetings [part private]</b>	35 - 52
	<b>Recommendation:</b> to approve the open and private minutes of the Shareholder and Joint Venture Group meetings on <b>10 March, 17 March and 14 April 2021</b> as a true and correct record.	

## **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.



Oxford West End Development Ltd

### **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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## **“Shareholder and Joint Venture Group” Terms of Reference and Meeting Arrangements**

### **Purpose**

1. The Shareholder and Joint Venture Group is responsible for acting as owner of the Council's companies and for safeguarding and furthering the Council's interests and investments in its companies and joint ventures. The Shareholder and Joint Venture Group will take decisions on any matters that are reserved to the Council as shareholder in the companies' Articles of Association or Shareholders Agreement and will receive annual and periodic reports for each of the companies and joint ventures in which the Council has an interest:
  - Oxford Direct Services: Oxford Direct Services Limited (ODSL) (Company number 10719222) and Oxford Direct Services Trading Limited (ODSTL) (10719214)
  - The Housing Group: Oxford City Housing Limited (OCHL) (10212716) and its subsidiaries OCH(I)L (10370637) and OCH(D)L (10370647)
  - Oxford West End Development Limited (OxWED)\* (09957392)
  - Barton Oxford LLP\*\* (OC368330)

\*OxWED is a partnership vehicle jointly owned by the Council and Nuffield College. Some decisions are reserved to each shareholder and some decisions will require the consent of both shareholders.

\*\*Barton Oxford LLP is a partnership vehicle in which the Council has joint responsibility but no shareholding.

### **Membership and quorum**

2. Membership of the Shareholder and Joint Venture Group will be a sub-set of Cabinet notified by the Leader of the Council. The quorum is 3 members which must include the Leader of the Council or a Deputy Leader. Substitutions will be allowed but must be members of Cabinet.
3. All members of the Companies Scrutiny Panel will be invited to attend and contribute at meetings as attendees with speaking rights (Scrutiny members would attend in an advisory capacity with no voting rights).

### **Chairing**

4. Meetings will be chaired by the Leader of the Council or in their absence another member notified by the Leader of the Council.

### **Meeting frequency**

5. Meetings of the Shareholder and Joint Venture Group will be scheduled to take place on dates and times agreed by the Leader of the Council, having regard to company reporting cycles and decision making requirements.
6. There will be three meeting cycles annually (e.g. July, November and March). A separate meeting on a different date will be held for ODS in each cycle, meaning there will be a total of 6 scheduled meetings.

### **Additional meetings**

7. Additional meetings can be called at any time on dates and times agreed by the Leader of the Council.

### **Meeting structure**

8. The public and private business for the different companies and joint ventures will be taken sequentially in an order to be determined for each meeting by the Head of Law and Governance in consultation with the Leader of the Council.

### **Decision making**

9. Decisions will be taken by a consensus of members present unless any member of the Shareholder and Joint Venture Group requests a vote, in which case a majority decision will be taken with each member present having a single vote. In the event of a tie the Chair will have a casting vote.

### **Attendees**

10. Company Directors and Company Secretaries will be invited to attend Shareholder and Joint Venture Group meetings for the public and private business relating to their companies but not the private business relating to other companies. The Council's statutory officers will attend the whole of meetings.

### **Access to information**

11. Meetings will be operated in accordance with the following rules:
  - Agendas will be published 5 clear working days in advance of meetings.
  - Members of Council will be able to observe public and private parts of meetings and to access papers relating to the public and private business of each company and joint venture.
  - Members of the public will be able to observe the public parts of meetings and access papers relating to any public business for each company and joint venture.
  - Officers on the Council will be able to observe the public parts of meetings and access papers relating to any public business for each company and joint venture but will only be able to attend private parts of meetings and access papers relating to private business where specifically authorised to do so by the Chair or a statutory officer.

### **Relationship to Scrutiny**

12. The Scrutiny Committee has the ability to scrutinise the business and decisions of the Shareholder and Joint Venture Group and to make recommendations to the Shareholder and Joint Venture Group. Decisions of the Shareholder and Joint Venture Group will be subject to call in by the Chair of the Scrutiny Committee or any 4 members.

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# Agenda Item 7

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**Open minutes of a meeting of the  
Shareholder and Joint Venture Group  
for Oxford City Council Companies  
on Wednesday 10 March 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:**

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

**Company Directors and support staff present for the meeting.**

Tom Bridgman, Director, OxWED  
Kevin Minns, Managing Director, OxWED  
Lindsay Cane, Company Secretary for OxWED

**Apologies:**

Councillor Tidball sent apologies.

**30. Declarations of interest**

None.

## **31. Appointment of members to the Partnership Board of Barton LLP**

The Head of Law and Governance had submitted a report to provide an update regarding the appointment of members to the Partnership Board of Barton LLP.

The SJVG resolved to:

1. **Note** the contents of the report.

## **32. Appointment to the Board of Directors for OxWED**

The Head of Law & Governance had submitted to seek approval for a change in the Council nominations to the Board of Directors for OxWED.

The SJVG resolved to:

1. **Appoint** Caroline Green as one of the three Directors nominated by Oxford City Council on the OxWED Board.

## **33. Scrutiny comments and/or recommendations**

The Scrutiny Officer explained that the Scrutiny Committee had considered the Oxpens Lane Redevelopment Update report on the Cabinet agenda but had no recommendations for this meeting or for Cabinet.

## **34. Matters Exempt from Publication**

The SJVG passed a resolution to exclude the press and the public from the meeting for the following item in accordance with the provisions of Paragraph 4(2)(b) of the Local Authorities (Executive Arrangements) (Access to Information) (England) Regulations 2012 on the grounds that their presence could involve the likely disclosure of exempt information as described in paragraph 3 of Schedule 12A of the Local Government Act 1972.

## **35. Oxpens Redevelopment Update - Confidential**

This matter was considered in confidential session.

## **36. Date of next meeting**

The next meeting is on 17 March at 6.00pm.

**The meeting started at 5.15 pm and ended at 5.45 pm**

**Chair**

**Date: Tuesday 27 July 2021**



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**Open minutes of a meeting of the  
Shareholder and Joint Venture Group  
for Oxford City Council Companies**

**on Wednesday 17 March 2021**

**SJVG members:**

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

**Officers representing the Council and/or supporting the Shareholder:**

Susan Sale, Head of Law & Governance  
Nigel Kennedy, s151 Officer / Head of Financial Services  
Paul Leo, Interim Director Housing

**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  
Mike Day, Managing Director, Housing Group  
Stephen Clarke, Director, Housing Group and Barton Oxford LLP  
Jane Winfield, Director: Housing Group, Barton Oxford LLP, OXWED  
David Watt, Strategic Finance Manager, Housing Group  
Tim Sadler, Director, Oxford Direct Services  
Simon Howick, Managing Director, Oxford Direct Services  
Gregor Budde, Finance Director, Oxford Direct Services

**Guests present:**

Kerry Kyriacou, Chair and Non Executive Director, Housing Group  
Michelle Thomas, Interim Managing Director, Housing Group

**Apologies:**

Councillor(s) Hayes sent apologies.

## **Minutes**

### **37. Declarations of interest**

There were no declarations of interest.

### **38. SJVG Confidentiality and private session**

The Shareholder and Joint Venture Group 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.

### **39. Scrutiny comments and/or recommendations**

There were no comments or recommendations from the Companies Scrutiny Panel's meeting on 15 March 2021.

### **40. 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) Oxford Direct Services update March 2021 (Private)**

This item was taken in private session.

### **41. Oxford City Housing Ltd - The Housing Group (OCHL)**

#### **Present for this part of the meeting**

- Kerry Kyriacou (Chair of the Board)
- Mike Day (Managing Director)
- Michelle Thomas (interim Managing Director)
- Stephen Clarke (Company Director)
- Jane Winfield (Company Director)

#### **Others in attendance**

- Lindsay Cane (Company Secretary)

- David Watt (OCHL Strategic Finance Manager)

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

This item was taken in private session.

Cllr Turner left the meeting during this item.

**42. Barton Oxford Limited Liability Partnership (LLP)**

**Present for this part of the meeting**

- Stephen Clarke
- Jane Winfield

**a) Barton LLP Quarterly Performance report March 2021 (Private)**

This item was considered in private session.

**43. Minutes of the previous meeting (Part open, Part private)**

The private and public minutes of the Shareholder and Joint Venture Group meetings on 16 December 2020 and 10 February 2021 were agreed as a true and correct record.

**44. SJVG Dates of next meetings**

The next scheduled meeting of the SJVG will be held on 23 June 2021. Other meetings may be arranged as required.

**The meeting started at 6.00 pm and ended at 7.30 pm**

**Chair**

**Date: Tuesday 27 July 2021**

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**Open minutes of a meeting of the  
Shareholder and Joint Venture Group  
for Oxford City Council Companies**

**on Wednesday 14 April 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:**

Caroline Green, Chief Executive  
Nigel Kennedy, s151 Officer / Head of Financial Services  
Susan Sale, Law & Governance  
John Mitchell, Law & Governance

**Company Directors and support staff:**

Tim Sadler, Director, Oxford Direct Services  
Simon Howick, Managing Director, Oxford Direct Services  
Lindsay Cane, Company Secretary for Oxford Direct Services

**Apologies:**

None.

**45. Declarations of interest**

None.

**46. SJVG Confidentiality and private session**

No items were considered in confidential session.

## **47. Update on appointments - Oxford Direct Services Limited (ODSL) and Oxford Direct Services Trading Limited (ODSTL)**

The Head of Law & Governance had submitted a report to seek approval for a change in the Council's appointments to the Board of Directors for both ODSL and ODSTL.

The Chair thanked Tim Sadler for his work as a Council appointee to the Boards of both companies and looked forward to his continuing relationship with the Council in his new capacity as a Non-Executive Director.

Tim Sadler said the proposal for a continued Council presence on the Boards of both companies through the appointment of Ian Wright was very welcome.

The Shareholder and Joint Venture Group resolved 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.

**The meeting started at 5.45 pm and ended at 5.50 pm**

**Chair**

**Date: Tuesday 27 July 2021**