

# Agenda

## for a meeting of the

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# Shareholder and Joint Venture Group for Oxford City Council Companies

Date: **Wednesday 1 December 2021**

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Meeting starts at: **6.00 pm**

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Place: **St Aldate's Room - Oxford Town Hall**

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For any further information please contact the Committee Services Officer:

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

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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

<b>Chair</b>	Councillor Susan Brown	
<b>Vice-Chairs</b>	Councillor Ed Turner	Councillor Tom Hayes
<b>Members</b>	Councillor Lubna Arshad	Councillor Diko Blackings
	Councillor Alex Hollingsworth	Councillor Mike Rowley

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
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# 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>	
<b>1</b>	<b>Apologies for absence</b>	
<b>2</b>	<b>Declarations of interest</b>	
<b>3</b>	<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>		
	<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>4</b>	<b>Scrutiny comments and/or recommendations</b>	
	<p>The Group is asked to consider any comments and/or recommendations from the Companies' Scrutiny Panel meeting.</p> <p>Such comments and/or recommendations may be reported at the meeting or circulated as a supplement to this agenda.</p>	

**5 Barton Oxford Limited Liability Partnership (LLP): (Part Private)**

**Those who may attend for this company's items:**

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

Stephen Clarke

Carolyn Ploszynski

Jane Winfield

Will McKay

**5a Barton LLP Quarterly Performance report December 2021 (part open, part private)**

**Purpose of the report:**

This report provides an update into the activities of Barton Oxford LLP (BOLLP) over the past quarter.

**Recommendation:**

That the Shareholder and Joint Venture Group resolves to note the contents of the report.

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**6 Oxford West End Development (OxWED) (Private)**

**Those who may attend for this company's items:**

**Oxford City Council's Company Directors**

Tom Bridgman

Caroline Green

Jane Winfield

**Representing the company**

Lindsay Cane (Company Secretary)

Kevin Minns (OxWED Managing Director)

To consider the OxWED report to the Shareholder and Joint Venture Group meeting on 01 December 2021.

**7 Oxford City Housing Ltd - The Housing Group (Private)**

**Those who may attend for this company's items:**

**Company Directors:**

Kerry Kyriacou (Chair of the Board)

Helen Horne (Managing Director)

Stephen Clarke

Jane Winfield

**Others in attendance**

Lindsay Cane (Company Secretary)

David Watt (Strategic Finance Manager)

To consider the OCHL report to the Shareholder and Joint Venture Group meeting on 01 December 2021.

**7a Business Plan (BP) October Refresh 2021**

**Purpose of the report**

To OCHL's Financial Business Plan (BP) has been updated as part of the work associated with the upcoming 2022/23 OCC MTFP budget exercise. The last iteration was approved by the Board and Shareholder in July 2021.

**Recommendation:**

That the Shareholder and Joint Venture Group considers and approves the refreshed OCHL Financial Business Plan.

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**Items for the Shareholder and Joint Venture Group**

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.

**8 Minutes of the previous meeting [part private]**

**Recommendation:** to approve the public and private minutes of the Shareholder and Joint Venture Group meeting on 19 October 2021 as a true and correct record.

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## **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:** Shareholder and Joint Venture Group Meeting  
**Date:** 01 December 2021  
**Report of:** Will Mckay, Development Manager, Housing Services  
**Title of Report:** Quarterly Progress Report relating to Barton Oxford LLP

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

<b>Appendices</b>	
Appendix 1	Not for publication.

## Introduction and background

1. This is the tenth report to the Shareholder and Joint Venture Group covering the period since the previous update in July 2021.

## Coronavirus

2. There still remains uncertainty over whether the full impact of COVID is yet to be felt. The residential property market continues to remain buoyant, although developers are reporting supply chain difficulties especially in relation to materials which are expected to continue through 2022.

## Progress Update

### First Phase

3. Hill report that they have now completed all units out of the total 237, and all affordable homes have been handed over with only the last few remaining private plots to be handed over. They expect to achieve overall completion of construction on site by December 2021.

4. The delay in completion of the s38 (highways adoption) with the County Council may result in a delay of Hill leaving the site entirely as it is linked to the phase road network. The impact has not yet been determined. The LLP is currently engaging with the County Council to resolve as soon as possible.

### **Second Phase**

5. Redrow has now completed the first 10 units onsite with 3 (private sale) handed over and occupied. They anticipate completing a further 50 units bringing the total number of completions to 60 by December 2021, including an apartment block (14 dwellings) for social rent on the 19<sup>th</sup> November. This phase is to deliver 207 units.

### **Third Phase**

6. Countryside has made good progress on design and pre-planning for their Reserved Matters application which has now been approved by the LLP. They anticipate the reserved matters application being submitted over the next month. This phase will deliver 441 units.

### **Final Phase**

7. The marketing exercise for the final phase on land adjacent to Harolde Close has been complete with acceptable offers being received. More detail is attached in the not for publication appendix.

### **The Pavilion**

8. The improvements to the disabled parking and disabled WC along with redecoration of some areas is now complete.

### **The School**

9. The school has current vacancies in years 1 and 2.

### **Public Art**

10. Raw has been working with their consultant Jessop and Cook to progress the detailed design work and prepare documents for pre-planning meetings with the Local Planning Authority. Prior and Partners have been provided planning advice and recently an on-site pre-application meeting was held and was reported to be received positively by planning officers.
11. The updated work has included naming the project 'Barton Art in Nature' and will provide a series of events, website and physical works on site. Raw continue to engage with residents, local interest groups and the school to increase participation in the public art programme. Raw and the EPG are looking to finalise the planning submission in November with a view to works commencing early 2022.

## Events to Date

**September – Barton Bash** with a stall and provide art supplies and direction to lots of attendees who painted both pictures and rocks with message of support for each other and the NHS, the rockery will form part of the art installations in the near future both at Neighbourhood Centre and Barton Park

Launch of the digital space, [www.bartonart.co.uk](http://www.bartonart.co.uk) and social media handles.

**October – Art Party** (mini consultation) where Tommy Watkins the artist that worked on underpass mural attend as art teacher and workshop lead, more painting and rockery activities, had a free creperie setup for attendees and provided a 20min presentation and Q+A with the residents on the upcoming installations.

Two wellbeing garden digs with Annabelle Padwick that were really well received, meadow flowers and daffodils now planted there by the local community.

**November – More wellbeing garden digs** to come with a focus on winter veg and nutrition, we have had a good mix of Barton park people, Barton neighbourhood and Barton park primary school families attend.

**December** – hosting a small community arts and crafts Christmas market for the local residents of Barton in Dec (to be announced shortly). Local artisans and artists along with a new popup cafe that will aim to become present at future events and lead towards Barton's next retail cafe/space and community shop (more on that soon..).

## Financial Implications

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

## Legal Implications

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

<b>Report author</b>	Will Mckay
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Service area or department	Housing Services
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## **Open minutes of a meeting of the Shareholder and Joint Venture Group for Oxford City Council Companies**



**on Tuesday 19 October 2021**

### **SJVG members:**

Councillor Turner (Vice-Chair, in the Chair)

Councillor Hayes

Councillor Rowley

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

Marcia Ecclestone, Legal adviser: Law and Governance

Emma Gubbins, Council adviser: Corporate Property Service

Nigel Kennedy, s151 Officer / Head of Financial Services

Jennifer Thompson, Law and Governance

Jane Winfield, Council adviser: Head of Corporate Property Service (remote attendance)

### **Company Directors and support staff present for all or part of the meeting**

Lindsay Cane, Company Secretary for Oxford Direct Services, Housing Group and OxWED

Kevin Minns, OXWED Managing Director

Jonathan Solomon, Director, OXWED (Nuffield College) (remote attendance)

### **Guests present (members of the Companies Scrutiny Panel)**

Councillor James Fry, Companies Scrutiny Panel

Councillor Tom Landell Mills, Companies Scrutiny Panel

### **Apologies:**

Councillors Arshad, Blackings, Brown and Hollingsworth sent apologies.

### **Minutes**

#### **14. Declarations of interest**

There were no declarations.

#### **15. Appointment of Stephen Gabriel to the boards of Oxford Direct Services Limited (ODSL) and Oxford Direct Services Trading Limited (ODSTL)**

The SJVG noted the decision of the Leader of the Council on 28 September 2021 to:

- Appoint Stephen Gabriel in place of Ian Wright as a Director on the ODSL Board with effect from 25th October 2021; and
- Appoint Stephen Gabriel in place of Ian Wright as a Director on the ODSTL Board with effect from 25th October 2021.

and thanked Ian Wright for his work as a director on the company boards.

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

The SJVG passed a resolution in accordance with the provisions of Paragraph 4(2)(b) of the Local Authorities (Executive Arrangements) (Access to Information) (England) Regulations 2012 to exclude the press and members of the public 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.

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

Cllr Fry presented the recommendations from the Companies Scrutiny Panel meeting on 18 October 2021.

The Panel supported restructuring the joint venture as an LLP with the structure as recommended in the confidential report. They noted the need to safeguard the Council's interests during the transition.

The Panel noted that an LLP may be a suitable structure for any future joint ventures the Council.

#### **18. Restructure of OXWed Joint Venture for the Oxpens redevelopment**

The SJVG considered the report of the Head of Financial Services setting out recommendations to restructure the current Joint Venture between Oxford City Council and Nuffield College to develop land at Oxpens and create a new Limited Liability Partnership.

The SJVG noted that the proposed change from the current Limited Company to an LLP structure would reduce tax payments incurred as a result of the current structure to the level which the two shareholding organisations would normally incur. The High

Court’s ruling in the case of Peters v London Borough of Haringey (2018) confirmed that in certain circumstances a local authority may legitimately use a Limited Liability Partnership structure to create joint ventures to promote regeneration objectives.

The Shareholder and Joint Venture Group agreed a detailed set of recommendations to Cabinet on 10 November including:

- the recommended structure of the transaction in relation to the restructure of the Joint Venture between Oxford City Council and Nuffield College in the University of Oxford;
- recommendations to correctly authorise and complete the financial transactions, and to delegate authority to complete the legal transactions.

**19. Minutes of the previous meetings [part private]**

The public and private minutes of Shareholder and Joint Venture Group meetings held on 27 July and 28 July 2021 were agreed as true and accurate records.

**The meeting started at 6.00 pm and ended at 6.20 pm**

**Chair:** .....

**Date:**

**Note: the next meeting is on Wednesday 1 December 2021**

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