

# Agenda

## for a meeting of the

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# Shareholder and Joint Venture Group for Oxford City Council Companies

**INFORMAL REMOTE MEETING:** *This is an informal meeting of the members of the SJVP Committee to enable remote attendance. It is not being held as a committee meeting under the provisions of the Local Government Act 1972.*

Date: **Thursday 14 April 2022**

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Meeting starts at: **6.00 pm**

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Place: **Zoom - Remote meeting**

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For any further information please contact the Committee Services Officer:

**Committee and Member Services Officers**

Telephone: 01865 25 2275

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

**Chair** Councillor Susan Brown

**Vice-Chairs** Councillor Ed Turner Councillor Tom Hayes

**Members** Councillor Lubna Arshad Councillor Alex Hollingsworth  
Councillor Mike Rowley

The quorum for this meeting is three members.

## Advisers to the Group (the SJVG)

Nigel Kennedy	s151 Officer / Head of Financial Services	Marcia Ecclestone	Law and Governance
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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> <p><b>Companies' Scrutiny Panel</b></p> <p>Members of the Companies' Scrutiny Panel are invited to attend the meeting as guests.</p> <p>Members of the Companies' Scrutiny Panel in attendance at the meeting will be invited to ask questions of the Companies, participate in the debate and to make any comments and/or recommendations to the SJVG.</p> <p>Members of the Companies' Scrutiny Panel may if appropriate submit any comments and/or recommendations in writing to the SJVG; this will be appended as a supplement to the agenda.</p> <p>Members of the Companies' Scrutiny Panel have no voting rights at the SJVG meeting.</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</p>	

information.

## Items relating to the Companies

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.

## 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.

### 4 Oxford Direct Services Ltd and Oxford Direct Services Trading Ltd (Private)

**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)

### 4a ODS Group performance report

To update the Shareholder Group on the ODS Group performance 2021/22 and plans for 22/23.

11 - 40

The Shareholder and Joint Venture Group resolves:

1. **To note** ODS Group performance to date for the financial year 2021/22
2. **To note** the update on the commercial business
3. **To note** the commentary on assurance, risks and mitigation
4. **To note** the new Equality, Diversity, Inclusion and Belonging Plan

Commentary from the Council's Head of Financial Services is also included

### 5 Minutes of the previous meeting [part private]

41 - 48

**Recommendation:** to note the public and private minutes of the Shareholder and Joint Venture Group meeting on 20 December 2021 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.

### **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.



By virtue of paragraph(s) 1, 2, 3 of Part 1 of Schedule 12A of the Local Government Act 1972.

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## **Minutes of a meeting of the Shareholder and Joint Venture Group on Monday 20 December 2021**

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### **Cabinet members present:**

Councillor Brown (Chair)

Councillor Hollingsworth

Councillor Rowley

### **Scrutiny members present:**

Councillor Chapman

Councillor Fry

### **Officers present for all or part of the meeting:**

Marcia Ecclestone, Law and Governance

Andrew Brown, Committee and Member Services Manager

Caroline Green, Chief Executive

### **ODS representatives present:**

Simon Howick, Managing Director, ODS

Gregor Budde, Executive Director - Finance, ODS

Jane Lubbock, Commercial Director, ODS

Paul Concannon, Property Services Director, ODS

## **27. Apologies for absence**

Apologies were noted from Councillors Arshad, Hayes, Turner and Walcott.

## **28. Declarations of interest**

None.

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

There were no recommendations from the Companies Scrutiny Panel tabled under this agenda item but members of the Companies Scrutiny Panel contributed to the discussion on the ODS Year to Date Report (see minute 31a).

## **30. 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.

### **31. Oxford Direct Services Ltd and Oxford Direct Services Trading Ltd (Private)**

Present for this part of the meeting

- Simon Howick (Managing Director)
- Jane Lubbock (Commercial Director)
- Gregor Budde (Executive Director - Finance)
- Paul Concannon (Property Services Director)

#### **a) 2021/22 Year to Date Report**

The Managing Director presented the 2021/22 Year to Date Report.

The Shareholder and Joint Venture Group discussed the report in private session. Members of the Companies Scrutiny Panel contributed questions and comments.

#### **The Shareholder and Joint Venture Group resolved to:**

1. **Note** ODS Group performance to date for the financial year 2021/22
2. **Note** the 2020/21 outturn is confirmed as a £801,083 profit and the distributable reserves are now £2,584,843. The accounts have been signed off by the auditors and filed at companies house
3. **Note** the 2021/22 financial performance and progress in driving commercial growth
4. **Note** the update regarding Aareon QL and the depot project

#### **b) ODS Board Restructure**

The Managing Director presented a report on the ODS board restructure. The work of the two ODS companies was becoming more discrete and the paper recommended some changes to the membership of the company boards.

The Shareholder and Joint Venture Group resolved to:

1. **Approve** the restructure of the Oxford Direct Services Limited (“ODSL”) and the Oxford Direct Services Trading Limited (“ODSTL”) Boards in the manner proposed in this report, namely that the composition of the two Boards be designed to better reflect the individual business requirements of their respective companies, and will not necessarily comprise exactly the same individual directors, and enable a more balanced representation of both executive and non-executive directors;
2. **Approve** the appointment of Gregor Budde as a director of both ODSL and ODSTL;
3. **Approve** the appointment of Anne-Marie Scott as a director of ODSL; and
4. **Approve** the appointment of Jane Lubbock as a director of ODSTL.

### **32. Minutes of the previous meeting [part private]**

The Shareholder and Joint Venture Group agreed to take the minutes of the previous meeting at the next meeting, as these had not been circulated.



The meeting started at 6.00 pm and ended at 7.23 pm

Chair .....  
2022

Date: Wednesday 30 March

*When decisions take effect:*

*Cabinet: after the call-in and review period has expired*

*Planning Committees: after the call-in and review period has expired and the formal decision notice is issued*

*All other committees: immediately.*

*Details are in the Council's Constitution.*

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of the Local Government Act 1972.

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