

Agenda

for a meeting of the

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Shareholder and Joint Venture Group for Oxford City Council Companies

Date: **Wednesday 22 June 2022**

Meeting starts at: **6.00 pm**

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

For any further information please contact the Committee Services Officer:

Lucy Tyrrell, Committee and Member Service Officer

Telephone: 01865 252275

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

Members Councillor Chewe Munkonge Councillor Alex Hollingsworth
 Councillor Nigel Chapman Councillor Linda Smith
 Councillor Louise Upton Councillor Shaista Aziz
 Councillor Imogen Thomas

The quorum for this meeting is three members.

Advisers to the Group (the SJVG)

Marcia Ecclestone	Law and Governance	Nigel Kennedy	s151 Officer / Head of Financial Services
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Agenda items

Number	Agenda item	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>	
1	Apologies for absence	
2	Declarations of interest	
3	Scrutiny comments and/or recommendations <p>The Group is asked to consider any comments and/or recommendations from the Companies' Scrutiny Panel on matters not on the agenda.</p> <p>No such comments or recommendations are expected for this meeting.</p> <p>Representatives of the Companies' Scrutiny Panel may also comment on substantive items.</p>	
Items for the Shareholder and Joint Venture Group		
	<p>Items unrelated to an individual company or companies for consideration by the Group.</p> <p>The agenda item text indicates which documents are available to the public and which are private.</p>	
4	Appointments to Company Boards [public] <p>The Council's Head of Law & Governance has submitted a report seeking approval for changes in the Council's appointments to the boards of its companies and joint ventures.</p> <p>Recommendations: That the Shareholder and Joint Venture Group resolves to:</p> <ol style="list-style-type: none">1. Appoint Tom Hook as one of the Council appointed Directors on the ODSL and ODSTL Boards, replacing Stephen Gabriel;2. Appoint Stephen Gabriel as one of the Council appointed Directors on the OCHL, OCH(D)L and OCH(I)L ("Housing Group") Boards;3. Appoint Ian Brooke as a Council appointed member of the Barton Oxford LLP Partnership Board;4. Appoint Carolyn Ploszynski as a Council appointed Director on the OxWED LLP Board, replacing Jane Winfield;	13 - 18

5. Appoint Tom Bridgman and Jane Winfield as the SOSV LLP Council appointed Board Members effective from the date at which it is incorporated;
6. Note the appointment of Clients as:
 - ODSL and ODSTL - Stephen Gabriel / Bill Graves / Mish Tullar (*waste and recycling only*)
 - Housing Group - Tom Bridgman / Dave Scholes
 - Barton Oxford LLP – Sarah Knight
 - OxWED LLP – Carolyn Ploszynski
 - SOSV LLP (*when incorporated*) – Jane Winfield / Jenny Barker
7. Note the Advisors to Shareholder for matters relating to the business of companies as:
 - ODSL and ODSTL - Tom Hook & Stephen Gabriel
 - Housing Group – Stephen Gabriel & Tom Bridgman
 - Barton Oxford LLP – Carolyn Ploszynski
 - OxWED LLP – Tom Bridgman
 - SOSV LLP – Tom Bridgman
 - All – Nigel Kennedy & Susan Sale

5 SJVG Confidentiality and private session

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.

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.

Items relating to the Companies

The agenda item text indicates which documents are available to the public and which are private.

6 Oxford City Housing Limited - The Housing Group [private]

The following Oxford City Housing Limited (OCHL) representatives and supporting officers are expected to attend for this item:

- Helen Horne, Managing Director, OCHL
- Sarah Knight, Head of Development
- Kerry Kyriacou, Chair of OCHL
- David Watt, Strategic Finance Manager
- Stephen Gabriel, Director (subject to appointment at item 4)
- Jane Winfield, Director
- Tom Bridgman, Advisor to the SJVG

6a OCHL Business Plan Refresh May 2022

Purpose of the report

This report sets out the refreshed OCHL Business Plan. In addition, the Head of Financial Services (Section 151 Officer) has provided comments on the OCHL Business Plan Refresh, which are included at Appendix 3.

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Recommendation

That the Shareholder and Joint Venture Group resolves to:

1. Approve the Business Plan May 2022, noting the contents of the report and appendices;
2. Provide comment as detailed in the recommendations of the report.

6b OCHL Risk Register

Purpose of the report

This report sets out OCHL's Risk Register and Risk Matrix.

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Recommendation

That the Shareholder and Joint Venture Group resolves to:

1. Note and comment on the Risk Register.

6c OCHL Branding Update

Purpose of the report

This report provides an update on the progress of OCHL's branding and draft annual report.

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Recommendation

That the Shareholder and Joint Venture Group resolves to:

1. Note and comment on the contents of the report and appendices.

7 Barton Oxford LLP [public]

The following Oxford City Council representatives on the Limited Liability Partnership (LLP) and supporting officers are expected to attend for this item:

- Carolyn Ploszynski, Director
- Ian Brooke, Director (subject to appointment at item 4)
- Jane Winfield, Director
- Sarah Knight, Head of Development (Housing Services)

7a Barton Oxford LLP Quarterly Progress Update - June 2022

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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8 OxWED LLP [private]

The following Oxford City Council representatives on the OxWED LLP and supporting officers are expected to attend for this item:

Tom Bridgman, Director
Caroline Green, Director
Carolyn Ploszynski, Director (subject to appointment at item 4)
Kevin Minns, Managing Director, OxWED LLP

8a OxWED LLP Stage 2 Update

Purpose of the report:

This report provides an update into the activities of OxWED LLP.

Recommendation:

That the Shareholder and Joint Venture Group resolves to agree the recommendations detailed in the report.

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9 Minutes of the previous meeting [private]

Recommendation: to approve the public and private minutes of the Shareholder and Joint Venture Group meeting on 30 March 2022 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.

