

Agenda

for a meeting of the

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Shareholder and Joint Venture Group for Oxford City Council Companies

Date: **Thursday 28 July 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 252784

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

The quorum for this meeting is three members.

Advisers to the Group (the SJVG)

Lucy Tyrrell	Law and Governance
Nigel Kennedy	s151 Officer / Head of Financial Services
Marcia Ecclestone	Law and Governance

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	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>Representatives of the Companies' Scrutiny Panel may also comment on substantive items.</p>	
4	SJVG Confidentiality and private session	
	<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>	
Items relating to the Companies		
	<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</p>	

agenda to download individually but are not included in an agenda pack.

5 Oxford Direct Services Ltd and Oxford Direct Services Trading Ltd (Private)

Those who may attend for this company's items:

Company Directors:

Simon Howick (Managing Director)

Tim Sadler (Chair of the ODS Board)

Gregor Budde (Finance Director)

Others in attendance:

Lindsay Cane (Company Secretary)

5a 2021/22 year end and 2022/23 year to date report (to follow)

5b ODS Performance Report - Head of Finance Commentary (report to follow)

The Commentary on ODS Performance Report to Shareholder and Joint Venture Group Report provides the shareholder with an update on the 2021-22 financial year outturn and also progress against the business plan target for the financial year 2022-23 and beyond.

5c Board Development

The report contains a brief outline of the board development activities undertaken during that period.

11 - 14

The Shareholder Group is recommended to:

- Note the appraisal process and comments of the Chair of the Board of Directors about the performance of the NEDs
- Note the improvements proposed to the appraisal process, to be finalized with the SH's representative
- Support the steps proposed to enhance the interaction between the NEDs and the SH.
- re-appoints Catherine Pridham and Michael Whitwell for a second three-year term on the boards of ODSL and ODSTL.
- Note the commentary on the board development activities undertaken

6 Minutes of the previous meeting [part private]

15 - 18

Recommendation: to approve the public and private minutes of the Shareholder and Joint Venture Group meeting on 14 April 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.

By virtue of paragraph(s) 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 Thursday 14 April 2022

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Committee members present:

Councillor Brown (Chair)

Councillor Arshad

Councillor Hollingsworth

Councillor Rowley

Officers present for all or part of the meeting:

Caroline Green, Chief Executive

Nigel Kennedy, Head of Financial Services

Marcia Ecclestone, Legal Adviser; Law and Governance

Lucy Tyrrell, Committee Officer; Law and Governance

Also present:

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

Simon Howick, Managing Director, Direct Services Companies, Managing Director, Oxford Direct Services

Tim Sadler, Non-Executive Director, Director, Oxford Direct Services

Gregor Budde, Finance Director, Finance Director, ODServices

Jane Lubbock, Commercial Director, Oxford Direct Services

Guests present (members of the Companies Scrutiny Panel)

Councillor Nigel Chapman, Companies Scrutiny Panel

Councillor James Fry, Companies Scrutiny Panel

1. Apologies for absence

Apologies were noted from Councillors Hayes and Turner.

2. Declarations of interest

None received.

3. SJVG Confidentiality and private session

This meeting was held as an informal private meeting, with no decisions being taken, therefore there was not a requirement 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 to exclude the press and members of the public on the grounds that Oxford City Council

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

Present for this part of the meeting:

Tim Sadler (Chair of ODSL.ODSTL)

Simon Howick (Managing Director)

Jane Lubbock (Commercial Director)

Gregor Budde (Executive Director - Finance)

Lindsay Cane (Company Secretary)

5. ODS Group performance report

The SJVG received a report updating the Group on the ODS Group performance for 2021/22 and plans for 2022/23 and commentary from the Council's Head of Financial Services.

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 noted the contents of the report.

6. Minutes of the previous meeting [part private]

Adoption of the public and private minutes of the Shareholder and Joint Venture Group will be carried forward to the next meeting.

The meeting started at 6.00 pm and ended at 7.05 pm

Chair

Date: Wednesday 22 June 2022

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.

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

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