

Agenda

for a meeting of the

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Shareholder and Joint Venture Group - Oxford Direct Services Limited and Oxford Direct Services Trading Limited

Date: **Wednesday 22 April 2026**

Meeting
starts at: **6.00 pm**

Place: **Council Chamber - Oxford Town Hall**

For any further information please contact the Committee
Services Officer:

**Dr Brenda McCollum, Committee and Member Services
Officer**

Telephone: 01865 25 2275

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.



Shareholder and Joint Venture Group - Oxford Direct Services Limited and Oxford Direct Services Trading Limited

Membership

Chair **Councillor Susan Brown**

Members Councillor Susan Brown Councillor Nigel Chapman
 Councillor Alex Hollingsworth Councillor Anna Railton
 Councillor Ed Turner

The quorum for this meeting is three members.

Advisers to the Group (the SJVG)

Caroline Green	Chief Executive
Emma Jackman	Law and Governance
Alistair Rush	Financial Services

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	Minutes from the previous meeting (part exempt)	11 - 30
	<p>Recommendation: That the Shareholder and Joint Venture Group agree the minutes of the meeting held on the 04th of December 2025 as a true and accurate record.</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 Oxford Direct Services Limited and Oxford Direct Services Trading Limited		
	<p>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.</p>	
5	Report from the Scrutiny Committee	
	<p>The Group is asked to consider any comments or recommendations submitted by the Finance and Performance Working Group (of the Scrutiny Committee) in relation to the substantive items on the agenda</p>	

or in respect of other issues the Working Group considers appropriate to raise.

6 Commentary on Reports Relating to ODSL and ODSTL 31 - 34

The Director of Law, Governance, and Strategy and the Group Finance Director submitted commentaries on reports relating to ODS.

The commentary from the Group Finance Director will be circulated as a supplement following the publication of the agenda.

7 Shareholder report 220426 UPDATED 35 - 74

Report of: ODS Group Board

Purpose of report: To give an update as to 2025/26 service provision and trading.

Recommendation(s): That the Shareholder and Joint Venture Group resolves:

1. To note the period 10 trading position and service updates for both businesses
2. To note ODS Group expect to be able to recommend a dividend in 2026 in-line with OCC MTFP expectations of £2.4m, subject to audit
3. To note the recent ODS Governance & Audit Committee activities and risk management update.
4. To note the formalisation of the ODS Executive Team.

8 ODSL Business Plan for the period 2026/27 75 - 96

Report of: ODS Group Board

Purpose of report: To approve the ODSL Business Plan for the period 2026/27.

Recommendation(s): That the Shareholder and Joint Venture Group resolves:

1. To approve the One Year ODSL Business Plan for the period 2026 to 2027

9 ODSTL Business Plan 2026 2030 97 - 282

Report of: ODS Group Board

Purpose of report: To approve the ODSTL Business Plan for the

period 2026/27 to 2029/30.

Recommendation(s): That the Shareholder and Joint Venture Group resolves:

1. To approve the ODSTL Business Plan for the period 2026 to 2030
2. To note the Board is mindful of the potential complexity in governance created by LGR over the timeframes of the business plans and will ensure matters requiring SJVG approval are presented in a timely fashion

10 ODS Remuneration Policy

283 - 288

Report of: ODS Group Board

Purpose of report: To approve the ODS Remuneration Policy

Recommendation(s): That the Shareholder and Joint Venture Group resolves:

1. To approve the ODS Remuneration Policy.

11 ODS Expenses & Overtime Policy

289 - 304

Report of: ODS Group Board

Purpose of report: To approve the ODS Expenses & Overtime Policy

Recommendation(s): That the Shareholder and Joint Venture Group resolves:

1. To approve the ODS Expenses & Overtime Policy

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". 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.

Members Code – Other Registrable Interests

Where a matter arises at a meeting which directly relates to the financial interest or wellbeing** of one of your Other Registrable Interests*** then you must declare an interest. You must not participate in discussion or voting on the item and you must withdraw from the meeting whilst the matter is discussed.

Members Code – Non Registrable Interests

Where a matter arises at a meeting which ***directly relates*** to your financial interest or wellbeing (and does not fall under disclosable pecuniary interests), or the financial interest or wellbeing of a relative or close associate, you must declare the interest.

Where a matter arises at a meeting which affects your own financial interest or wellbeing, a financial interest or wellbeing of a relative or close associate or a financial interest or wellbeing of a body included under Other Registrable Interests, then you must declare the interest.

You must not take part in any discussion or vote on the matter and must not remain in the room, if you answer in the affirmative to this test:

“Where a matter affects the financial interest or well-being:

- a. to a greater extent than it affects the financial interests of the majority of inhabitants of the ward affected by the decision and;
- b. a reasonable member of the public knowing all the facts would believe that it would affect your view of the wider public interest You may speak on the matter only if members of the public are also allowed to speak at the meeting.”

Otherwise, you may stay in the room, take part in the discussion and vote.

*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.

** Wellbeing can be described as a condition of contentedness, healthiness and happiness; anything that could be said to affect a person’s quality of life, either positively or negatively, is likely to affect their wellbeing.

*** Other Registrable Interests: a) any unpaid directorships b) any Body of which you are a member or are in a position of general control or management and to which you are nominated or appointed by your authority c) any Body (i) exercising functions of a public nature (ii) directed to charitable purposes or (iii) one of whose principal purposes includes the influence of public opinion or policy (including any political party or trade union) of which you are a member or in a position of general control or management.

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. Definitions

Teckal status: 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.

Open minutes of a meeting of the

Shareholder and Joint Venture Group - Oxford Direct Services Limited and Oxford Direct Services Trading Limited for Oxford City Council Companies

www.oxford.gov.uk



on Thursday 4 December 2025

SJVG members:

Councillor Brown

Councillor Chapman

Councillor Hollingsworth

Councillor Railton

Officers representing the Council and/or supporting the Shareholder:

Caroline Green, Chief Executive

Joanna Williams, Contracts Lawyer

Bill Lewis, Financial Accounting Manager

Dr Brenda McCollum, Governance and Strategy

Jonathan Malton, Law, Governance and Strategy

Company Directors and support staff present for all or part of the meeting (see individual minutes for details):

Cath Robinson, Non-Executive Director and Chair of the ODS Board

Tom Hook, Director

Raymond Jones, Non-Executive Director

Lucy Walker, Non-Executive Director and Chair of the ODS Audit Committee

Simon Howick, Managing Director

Chris Urwin, Finance Executive Director

Paul Concannon, Statutory Director

Ola Adeniran, Company Secretary

Guests present:

None

Minutes

10. Apologies for absence

Councillor Ed Turner sent apologies for absence.

11. Declarations of interest

None.

12. SJVG Confidentiality and private session

The SJVG voted 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, passing 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.

13. Reports from the Scrutiny Committee

The SJVG received a written report from the Finance and Performance Panel which provided overviews on several distinct areas outlined within the reports from ODS and recommendations from the Panel.

The SJVG discussed the report in private session.

The SJVG noted the contents of the report.

14. Commentary on Reports Relating to ODSL and ODSTL

The Group Finance Director and the Director of Law, Governance, and Strategy provided commentaries on reports relating to ODS.

The SJVG discussed the reports in private session.

The SJVG noted the contents of the report.

15. ODS Group performance report

The Board of ODS had submitted a performance report to SJVG, to recommend a dividend for the trading period 2024/25; to give an update as to 2025/26 service provision and trading; to summarise ODSL productivity and efficiency measures; and to review the direction of a revised ODSTL Business Plan for the period 2026/27 to 2029/30 (for approval in April 2026).

The SJVG discussed the report in private session.

The Shareholder and Joint Venture Group resolved to:

1. **Note** confirmation of 24/25 close of accounts
2. **Approve** a dividend of £2.4 million for the financial year 2024/25 from ODSL.
3. **Note** the Board have determined that the ODSTL earnings will be retained in the balance sheet (and therefore no dividend is proposed from ODSTL) to continue building the business in support of the refreshed ODSTL business plan
4. **Note** the period 6 trading position and service updates for both businesses
5. **Note** the productivity and efficiency measures ODS have introduced and their impact, and the future plans (summarised and attached at appendix 1)
6. **Note and provide comments** on the detailed summary and themes of the ODSTL Business Plan for the period 2026 to 2030, which will be brought for approval in April 2026 (Business Plan Workshop slides at appendix 2)
7. **Note** further progress on potential acquisitions
8. **Note** the recent ODS Governance & Audit Committee activities and risk management update and that the Articles and Shareholder Agreements for the companies have been finalised and filed with Companies House.

Present for this part and the remainder of the meeting:

Tom Hook, Non-Executive Director

Cath Robinson, Non-Executive Director and Chair of the ODS Board

Lucy Walker, Non-Executive Director and Chair of the ODS Audit Committee

Simon Howick, Managing Director

Chris Urwin, Executive Director of Finance

Paul Concannon, Chief Operating Officer

Ola Adeniran, Company Secretary

16. Various ODS Remuneration Matters

The Board of ODS had submitted a performance report to SJVG, to recommend payment of a new hire/retention payment for RCV drivers; to recommend payment of a Board allowance for ODS Executive Statutory Directors; to recommend a pay award to the Executive Team; and to update the SJVG about recent RemCo activity.

The SJVG discussed the report in private session.

The Shareholder and Joint Venture Group resolved to:

- 1. **Delegate authority** to the Chief Executive, in consultation with the Director of Law, Governance, and Strategy; the Group Finance Director; and the Cabinet Member for Citizen Focused Services and Council Companies, to review equal pay ramifications and **approve** payment of a new hire / retention payment for Waste & Recycling RCV Drivers, to address challenges in recruiting and retaining these staff.
- 2. **To approve** payment of a Board Allowance of £6k for Statutory Executive Directors (excluding the Managing Director) (payable from December 11th, 2025, and only valid until it can be regularised into the company’s pay policy through the planned 2026 pay review)
- 3. **To approve** a pay award for the 2025/26 year of 3% to the Managing Director and Finance Director of ODS and for it to be backdated to the 1st April 2025.
- 4. **To note** the summary of the ODS Remuneration Committee activities under its new Chair.

17. Minutes of the previous meeting (Part Exempt)

The Shareholder and Joint Venture Group approved the minutes from the meeting held on the **24th of July 2025** as a true and accurate record.

The meeting started at 18:00 and ended at 21:23.

Chair:

Date: 22 April 2026

Note: the next meeting is on Wednesday 22 April 2026

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Agenda Item 9

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