

Agenda

for a meeting of the



Shareholder and Joint Venture Group - Oxford City Housing Limited and Joint Ventures

Date: **Thursday 2 April 2026**

Meeting
starts at: **6.00 pm**

Place: **Long Room - 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 City Housing Limited and Joint Ventures

Membership

Chair **Councillor Susan Brown**

Members Councillor Susan Brown Councillor Nigel Chapman
 Councillor Chewe Munkonge Councillor Linda Smith
 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	Nigel Kennedy	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	11 - 18
	<p>Recommendation: That the Shareholder and Joint Venture Group agree the minutes of the meetings held on the 6th of November 2025 and on the 1st of December 2025 as true and accurate records.</p>	
Items relating to the Joint Ventures		
	<p>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.</p>	
Items relating to the Oxford City Housing 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>	
4	Appointments to Boards of Council Companies and Joint Ventures	19 - 24
	<p>Report of: Director of Law, Governance and Strategy (Monitoring Officer)</p> <p>Purpose of Report: To seek approval for changes in the Council's appointments to the Boards of its Joint Ventures.</p> <p>Recommendation(s): That the Shareholder and Joint Venture Group</p>	

resolves as shareholder to:

1. Appoint Clive Tritton as a Council's Directors on the OCHL, OCH(D)L and OCH(I)L ("Housing Group" or "OX Place") Boards, replacing Nerys Parry;
2. Appoint Carolyn Ploszynski as a Council appointed Directors on the Oxford West End Development LLP ("OxWED LLP"), replacing Clive Tritton;
3. Note the Advisors to Shareholders for matters relating to the business of companies as:
Housing Group – Tom Bridgman & Jane Winfield
Barton Oxford LLP – Jane Winfield
OxWED LLP – Tom Bridgman
All – Alistair Rush & Emma Jackman

5 Appointments of new Non-Executive Director of Oxford City Housing Limited

25 - 34

Report of: Director of Law, Governance and Strategy (Monitoring Officer)

Purpose of the Report: To approve of the appointment of a new non-executive director of Oxford City Housing Limited

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

1. Appoint Mary Parsons as a Non-Executive Director of the OCHL, OCH(D)L and OCH(I)L ("Housing Group" or "OX Place") Boards with effect from 6 April 2026 for a three-year term.
2. Authorise the Managing Director of the Company to issue the appointment letter.

6 SJVG Confidentiality and private sessions

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.

7	Report from the Scrutiny Committee	
	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 or in respect of other issues the Working Group considers appropriate to raise.	
8	Commentary on Reports Relating to OCHL	35 - 40
	The Director of Law, Governance, and Strategy and the Group Finance Director submitted commentaries on reports relating to OX Place.	
9	OX Place Chairs Report	41 - 44
	Report of: Kerry Kyriacou - OX Place Chair Outgoing Chairs Report Purpose of the report: To update the Shareholder on the day-to-day actions and progress since the previous OX Place Shareholder Joint Venture meeting. Recommendation: To note the updates in the report.	
10	Development Update	45 - 54
	Report of: Tim Bacon, OX Place Interim Head of Development Purpose of report: The report provides an update on development related activities on a scheme-by-scheme basis. An outline of the key risks and issues affecting the programme is also provided. Recommendation: Note the contents of the report and provide any feedback.	
11	Approval of the OCHL Business Plan	55 - 104
	Report of: Interim Strategic Finance Manager (OX Place) Purpose of Report: Requests approval of the OX Place Financial Business Plan by the Shareholder. Recommendation: To approve the adoption of the OX Place Business Plan Autumn 2025 in its current form.	
12	2025/26 Monthly Monitoring – Dec (Period 9)	105 - 120
	Report of: Strategic Finance Manager Purpose of the report: This report is to	

provide the December (Period 9) monitoring report for 2025/26, for which this is the final stage of review.

Recommendation: Note the contents of this report and the monitoring pack at Appendix 1 and provide any feedback or observations to be followed up.

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. 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.

OXWED

Oxford West End Development Ltd

2. **Oxford West End Development LLP (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 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 City
Housing Limited and Joint Ventures
for Oxford City Council Companies**

on Thursday 6 November 2025

www.oxford.gov.uk



SJVG members:

Councillor Brown

Councillor Chapman

Councillor Munkonge

Councillor Linda Smith

Officers representing the Council and/or supporting the Shareholder:

Caroline Green, Chief Executive

Emma Jackman, Director of Law, Governance, and Strategy

Nigel Kennedy, Group Finance Director

Dr Brenda McCollum, Committee and Member Services

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

Tom Bridgman, Non-Executive Director

Kerry Kyriacou, Non-Executive Director

Jane Winfield, Non-Executive Director of OX Place

Rosemary Farrar, Non-Executive Director

Roger Thompson, Managing Director

Tim Bacon, Interim Head of Development

David Watt, Strategic Finance Manager

Ian Cox, Non-Executive Director

Guests present (members of the Companies Scrutiny Panel)

Celeste Reyeslao, Scrutiny and Governance Advisor

Apologies:

Councillor Turner sent apologies.

Minutes

10. Apologies for absence

Councillor Turner sent apologies for absence but joined the meeting online.

11. Declarations of interest

None.

12. SJVG Confidentiality and private sessions

The Shareholder and Joint Venture Group 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 Oxford City Council, Town Hall, St Aldate's, Oxford OX1 1BX 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. Scrutiny comments and/or recommendations

The SJVG received a written report from the Finance and Performance Panel which provided overviews on several distinct areas outlined within the update report from OX Place 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 OX Place

The SJVG received written reports from the Group Finance Director and the Director of Law, Governance, and Strategy, which provided overviews on several distinct areas outlined within the reports from OX Place.

The SJVG discussed the reports in private session.

The SJVG noted the contents of the reports.

15. OX Place Chairs Report

The chair welcomed the new MD, Roger Thompson and the members of the SJVG introduced themselves to the new MD.

The Chair of Board of OX Place had submitted a report to SJVG to report on updates in the company and make the appointment of the Managing Director, Roger Thompson, to the OX Place Board.

The SJVG discussed the report in private session.

The SJVG noted the contents of the report and agreed to appoint Roger Thompson to the Board of OX Place.

Present for this part and the remainder of the meeting:

Kerry Kyriacou, Non-Executive Director

Jane Winfield, Non-Executive Director

Rosemary Farrar, Non-Executive Director

Roger Thompson, Managing Director

Tim Bacon, Interim Head of Development

David Watt, Strategic Finance Manager

Ian Cox, Non-Executive Director

The Shareholder and Joint Venture Group resolved:

1. To note the updates in the report.
2. To make the appointment of the Managing Director, Roger Thompson, to the OX Place board.

16. OX Place - 2024/25 External Audit and Financial Statements

The Board of OX Place had submitted a report to SJVG to report on the outcome of the company's 2024/2025 External Audit and Financial Statements.

The SJVG discussed the report in private session.

The SJVG noted the contents of the report.

The Shareholder and Joint Venture Group resolved:

1. To note the exemplary Audit Completion Report received by OX Place from Mazars
2. To note the strategic priorities for 2025/26.

3. To note that the company Board following completion of the 2024/25 year-end audit and given the level of retained earnings held within the housing group, were able to declare a Shareholder dividend in line with OCC's MTFP for the third year in a row.

17. Minutes from the previous meeting (exempt)

The public and private minutes of the meetings held on 25 June 2025 were agreed as a true and accurate record.

The meeting started at 18:00 and ended at 18:45.

Chair:

Date:

Note: the next meeting is on Monday 1 December 2025

Open minutes of a meeting of the

Shareholder and Joint Venture Group - Oxford City Housing Limited and Joint Ventures for Oxford City Council Companies

www.oxford.gov.uk



on Monday 1 December 2025

SJVG members:

Councillor Chapman

Councillor Munkonge

Councillor Linda Smith

Councillor Turner

Officers representing the Council and/or supporting the Shareholder:

Caroline Green, Chief Executive

Emma Jackman, Director of Law, Governance, and Strategy

Nigel Kennedy, Group Finance Director

Dr Brenda McCollum, Committee and Member Services

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

Kevin Minns, Managing Director, OxWed

Kerry Kyriacou, Non-Executive Director

Jane Winfield, Non-Executive Director of OX Place and OxWed

Rosemary Farrar, Non-Executive Director

Roger Thompson, Managing Director

Tim Bacon, Interim Head of Development

David Watt, Strategic Finance Manager

Peter Gardiner, Interim Strategic Finance Manager

Guests present (members of the Companies Scrutiny Panel)

18. Apologies for absence

Councillor Susan Brown sent apologies. Councillor Turner chaired the meeting in her absence.

19. Declarations of interest

None.

20. SJVG Confidentiality and private sessions

The Shareholder and Joint Venture Group 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 Oxford City Council, Town Hall, St Aldate's, Oxford OX1 1BX their presence could involve the likely disclosure of exempt information as described in specific paragraphs of Schedule 12A of the Local Government Act 1972.

21. Report 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 update report from OxWed and recommendations from the Panel.

The SJVG discussed the report in private session.

The SJVG noted the contents of the report.

22. Commentary on Reports Relating to OX Place

The SJVG received written reports from the Group Finance Director and the Director of Law, Governance, and Strategy, which provided overviews on several distinct areas outlined within the reports from OX Place.

The SJVG discussed the reports in private session.

The SJVG noted the contents of the reports.

23. OxWed Update

The directors of OxWed had submitted a report to provide the SJVG with an update into the activities of the company.

The SJVG discussed the report in private session.

The SJVG noted the contents of the report.

Present for this part of the meeting:

Kevin Minns, Managing Director, OxWed

Jane Winfield, Non-Executive Director, OxWed

24. Development Sites update - OX Place

The Chair and the Company Directors agreed to alter the order of the agenda, and this item was taken before the summary report.

The Board of OX Place had submitted a report to SJVG to provide an update on development related activities on a scheme-by-scheme basis. An outline of the key risks and issues affecting the programme is also provided.

The SJVG discussed the report in private session.

The SJVG noted the contents of the report.

Present for this part and the remainder of the meeting:

Kerry Kyriacou, Non-Executive Director

Jane Winfield, Non-Executive Director

Rosemary Farrar, Non-Executive Director

Roger Thompson, Managing Director

Tim Bacon, Interim Head of Development

David Watt, Strategic Finance Manager

Peter Gardiner, Interim Strategic Finance Manager

25. Summary report - OX Place

The Board of OX Place had submitted a report to SJVG to provide the Shareholder with an updated Financial Business Plan for the proposed activities of Ox Place (OCHL) in the delivery of the existing identified housing delivery programme.

The SJVG discussed the report in private session.

The Shareholder and Joint Venture Group resolved to:

1. Delegate authority to the Chief Executive to approve the extension of Kerry Kyriacou's and Rosemary Farrar's terms.

The Shareholder and Joint Venture Group resolved to:

1. Note the report.
2. Please note that no vote to approve the business plan is intended at this meeting. This is an opportunity to become aware of and review the plan as presented.

The meeting started at 18:00 and ended at 19:30.

Chair:

Date: Thursday 02 April 2026

Note: the next meeting is on Thursday 2 April 2026

To: Shareholder and Joint Venture Group
Date: 2 April 2026
Report of: Director of Law, Governance and Strategy (Monitoring Officer)
Title of Report: Appointments to Boards of Council Companies and Joint Ventures

Summary and recommendations	
Decision being taken:	To seek approval for changes in the Council's appointments to the Boards of its Joint Ventures.
Key decision:	No
Cabinet Member:	Councillor Susan Brown, Leader and Cabinet Member for Partnership Working
Corporate Priority:	A Well Run Council.
Policy Framework:	None.

Recommendation(s): That the Shareholder and Joint Venture Group resolves as shareholder to:	
<ol style="list-style-type: none"> 1. Appoint Clive Tritton as a Council's Directors on the OCHL, OCH(D)L and OCH(I)L ("Housing Group" or "OX Place") Boards, replacing Nerys Parry; 2. Appoint Carolyn Ploszynski as a Council appointed Directors on the Oxford West End Development LLP ("OxWED LLP"), replacing Clive Tritton; 3. Note the Advisors to Shareholders for matters relating to the business of companies as: Housing Group – Tom Bridgman & Jane Winfield Barton Oxford LLP – Jane Winfield OxWED LLP – Tom Bridgman All – Alistair Rush & Emma Jackman 	

Information Exempt From Publication	
N/A	N/A

Appendix No.	Appendix Title	Exempt from Publication
Appendix 1	Appointment of Directors to Oxford City Council Companies and Joint Ventures	No

Introduction and background

1. Oxford City Housing Limited (“OCHL”) and its subsidiaries, Oxford City Housing Development Limited (“OCH(D)L”) and Oxford City Housing Investment Limited (“OCH(I)L”) is a company wholly owned by Oxford City Council. Barton Oxford LLP (“BOLLP”) and Oxford West End Development LLP (“OxWED LLP”) are the Council’s existing joint ventures.
2. The Shareholder’s Agreement relating to each of the Housing Companies states that it is the responsibility of the Shareholder, the Council, to give prior written consent for the appointment and dismissal of any director to the boards of the companies. The Council’s Constitution provides (Part 3.7) that the shareholder role will be performed by the Shareholder and Joint Venture Group (an executive committee appointed by the Leader of the Council).
3. The Members’ Agreement relating to each Joint Venture states that it is the responsibility of the Council to give prior written consent for the appointment and dismissal of any director, member or representative it appoints to the board of the LLP. The Leader of the Council has determined that the Shareholder and Joint Venture Group will undertake this responsibility.

Changes to the Company and Joint Venture Boards

4. The changes in the Council’s appointment to the OCHL Boards is because Clive Tritton, from March 2026, started as the Interim Programme Director – Cowley Branch Line, a joint post with Oxford City Council and Oxfordshire County Council. On the Board, he will replace Nerys Parry, the Director of Housing.
5. For the OxWed Board, Carolyn Ploszynski, the Director of Economy, Regeneration and Sustainability has returned from maternity leave, and will replace Clive Tritton, who was the interim Director of Economy, Regeneration and Sustainability over the past year.
6. The changes in the appointment to the Council Company and Joint Ventures reflect expertise required for the stages of the projects.
7. The recommended appointments, along with the advisors to shareholder and clients, are set out at Appendix 1. There are no changes to the directors for Barton Oxford LLP (“BOLLP”) but is included for noting.
8. The advisors to all Council Companies and Joint Ventures have been updated to include Alistair Rush, the Interim Group Finance Director (Section 151 Officer), following the retirement of Nigel Kennedy in March 2026.

Alternative Options Considered

9. The Shareholder and Joint Venture Group could not appoint these directors to the Company and Joint Venture boards, however, failure to appoint directors would

mean that they would not be quorate and would be against the Shareholder's Agreement and Members' Agreement between the Joint Ventures.

Implications of Local Government Reorganisation

10. There are no implications arising from Local Government Reorganisation (LGR) arising from this report.

Financial implications

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

Legal issues

12. The Council's Constitution (Part 3.7(c)) provides that the responsibility to represent the Council as Shareholder of each company is an executive function. The Leader of the Council may therefore determine the nature of such representation, currently operated through a Shareholder and Joint Venture Group.

13. The Directors hold a fiduciary duty to their company, but at the same time are also accountable to the Shareholder and as such owe duties to both the Council and the company.

14. As the Council and its companies are separate legal entities, care must be taken to ensure that conflicts of interest are avoided. The Council's Constitution provides that when Council officers are asked to provide advice in a situation where the interests of the Council and a company are not entirely aligned, individual officers should be assigned to advise or represent one side or the other but should not act for both.

15. It is likely that there may be further changes proposed to appointments of Council representatives to Company and Joint Venture Boards. For agility and speed of decision making it should be noted that such decisions may be made by the Shareholder and Joint Venture Group collectively, or where necessary by a decision of the Leader.

Equalities impact

16. There are no equalities impacts arising directly from this report.

Report author	Jonathan Malton
Job title	Committee and Member Services Manager
Service area or department	Law, Governance and Strategy
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Background Papers: None

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Appendix 1

Appointment of Directors to Oxford City Housing Limited and Joint Ventures from April 2026.

Company	Current Council Directors	Future Council Directors	Client	Advisors to Shareholder
OCHL (OX Place)	Nerys Parry Jane Winfield	Clive Tritton Jane Winfield	Tom Bridgman Dave Scholes	Tom Bridgman Jane Winfield
Barton Oxford LLP	Emma Gubbins Tom Bridgman Jane Winfield	<i>No change</i>	N/A	Jane Winfield
OxWed LLP	Jane Winfield Tom Bridgman Clive Tritton	Jane Winfield Tom Bridgman Carolyn Ploszynski	N/A	Tom Bridgman
<p>Advisors to all Council Companies and Joint Ventures:</p> <p>Caroline Green – Chief Executive Alistair Rush – Interim Group Finance Director (Section 151 Officer) Emma Jackman – Director of Law, Governance and Strategy (Monitoring Officer)</p>				

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To: Shareholder and Joint Venture Group

Date: 2 April 2026

Report of: Director of Law, Governance and Strategy (Monitoring Officer)

Title of Report: Appointments of new Non-Executive Director of Oxford City Housing Limited

Summary and recommendations	
Decision being taken:	To approve of the appointment of a new non-executive director of Oxford City Housing Limited
Key decision:	No
Cabinet Member:	Councillor Susan Brown, Leader and Cabinet Member for Partnership Working
Corporate Priority:	A Well Run Council.
Policy Framework:	None.

Recommendation(s): That the Shareholder and Joint Venture Group resolves as shareholder to:	
1.	Appoint Mary Parsons as a Non-Executive Director of the OCHL, OCH(D)L and OCH(I)L (“Housing Group” or “OX Place”) Boards with effect from 6 April 2026 for a three-year term.
3.	Authorise the Managing Director of the Company to issue the appointment letter.

Information Exempt From Publication	
N/A	N/A

Appendix No.	Appendix Title	Exempt from Publication
Appendix 1	Mary Parsons – CV	Yes This information is exempted from publication under Schedule 12A to the Local Government Act 1972 since it is information about an individual.

Introduction and background

1. Kerry Kyriacou was appointed as a Non-Executive Director (NEDs) to Oxford City Housing Limited (OCHL) and its subsidiaries, Oxford City Housing Development Limited (OCH(D)L) and Oxford City Housing Investment Limited (OCH(I)L) on 15th January 2020 for a three-year term, which was renewed for a second three-year term on 1st March 2023.
2. Kerry has served as Chair of the Board for the duration of his term of office and was extended on 26th January 2026 to 5th April 2026 to align with the recruitment of a new Non-Executive Director and Chair of the Board, subject to the Board's approval.
3. Best practice guidance recommends that NEDs serve a maximum of two terms on the Board of a Local Authority Trading Company (LATCo).
4. The Shareholder's Agreement relating to each of the Housing Companies states that it is the responsibility of the Shareholder, the Council, to give prior written consent for the appointment and dismissal of any director to the boards of the companies. The Council's Constitution provides (Part 3.7) that the shareholder role will be performed by the Shareholder and Joint Venture Group (an executive committee appointed by the Leader of the Council).

Recruitment of a new Non-Executive Director

5. The consent of the sole shareholder is required prior to the appointment of any board of director of Oxford City Housing Limited. The current practice is to have an equal balance between Independent and Council Officers on the Board.
6. Berwick Partners, an external recruitment agency for the public sector, was appointed following a Competitive Score Tender to assist with the recruitment process.
7. An interview process took place on 10 February 2026 with a panel comprised of the Councillor Anna Railton, Deputy Leader and Cabinet Member for a Zero Carbon Oxford, Councillor Nigel Chapman, Cabinet Member for Citizen Focussed Services and Council Companies, as representative of the Shareholder, Caroline Green, Chief Executive, as an advisor to the Shareholder, Jane Winfield, Director of Property and Assets, as Non-Executive Director of the Board, and Marek Dobrowolski, representative from Berwick Partners.
8. The decision was also informed by a Stakeholder Panel, consisting of Rosemary Farrar, Non-Executive Director and OX Place Chair of the Audit and Risk Committee, Kerry Kryiacou, outgoing Chair of OX Place Board, Roger Thompson, Managing Director of OCHL and Nigel Kennedy, Group Finance Director.
9. The Interview Panel and Stakeholder Panel agreed to recommend that Mary Parsons be appointed as a non-executive director of OCHL.

Alternative Options Considered

10. The appointment or use of Council officers to fill these positions would be difficult due to the fact that there will be a risk of conflicts of interest between their position as a director and their duties of their role with the Council. It is also not in line with best practice required for wholly owned subsidiaries of the Council and external NEDs will generally have more experience, as has been sought in the recruitment exercise.

11. The Shareholder could choose to not appoint Mary Parsons as a Non-Executive Director, leaving the post vacant. However, the best practice is that a wholly owned company has an appropriate structure, size and balance of skills and experience to support the strategic objectives and values of OCHL, this would not be recommended.

Implications of Local Government Reorganisation

12. There are no implications arising from Local Government Reorganisation (LGR) arising from this report.

Financial implications

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

Legal issues

14. The Council's Constitution (Part 3.7(c)) provides that the responsibility to represent the Council as Shareholder of each company is an executive function. The Leader of the Council may therefore determine the nature of such representation, currently operated through a Shareholder and Joint Venture Group.

15. The Directors hold a fiduciary duty to their company, but at the same time are also accountable to the Shareholder and as such owe duties to both the Council and the company.

16. As the Council and its companies are separate legal entities, care must be taken to ensure that conflicts of interest are avoided. The Council's Constitution provides that when Council officers are asked to provide advice in a situation where the interests of the Council and a company are not entirely aligned, individual officers should be assigned to advise or represent one side or the other but should not act for both.

17. It is likely that there may be further changes proposed to appointments of Council representatives to Company and Joint Venture Boards. For agility and speed of decision making it should be noted that such decisions may be made by the Shareholder and Joint Venture Group collectively, or where necessary by a decision of the Leader.

Equalities impact

18. There are no equalities impacts arising directly from this report.

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Background Papers: None

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Agenda Item 9

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