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| To: | Shareholder and Joint Venture Group Meeting |
| Date: | 25 September 2019 |
| Report of: | Head of Law and Governance |
| Title of Report: | **“Shareholder and Joint Venture Group” terms of reference and meeting arrangements** |

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| Summary and recommendations | | |
| Purpose of report: | | To set out the terms of reference and meeting arrangements for this Group. |
| Recommendation(s): to: | | |
| 1. | Note the terms of reference and meeting arrangements for the Shareholder and Joint Venture Group | |

# “Shareholder and Joint Venture Group”

# terms of reference and meeting arrangements – September 2019

# Purpose

1. The Shareholder and Joint Venture Group is responsible for acting as owner of the Council’s companies and for safeguarding and furthering the Council’s interests and investments in its companies and joint ventures. The Shareholder and Joint Venture Group will take decisions on any matters that are reserved to the Council as shareholder in the companies’ Articles of Association or Shareholders Agreement and will receive annual and quarterly reports for each of the companies in which the Council has an interest:

* Oxford Direct Services: Oxford Direct Services Limited (ODSL) (Company number **10719222)** and Oxford Direct Services Trading Limited (ODSTL) (10719214)
* The Housing Group: Oxford City Housing Limited (OCHL) (10212716) and its subsidiaries OCH(I)L (10370637) and OCH(D)L (10370647)
* Oxford West End Development Limited (OxWED)\* (**09957392)**
* Barton Oxford LLP\*\* (OC368330)

\*OxWED is a partnership vehicle jointly owned by the Council and Nuffield College. Some decisions are reserved to each shareholder and some decisions will require the consent of both shareholders.

\*\*Barton Oxford LLP is a partnership vehicle in which the Council has joint responsibility but no shareholding. Any Council decisions relating to Barton LLP would be a matter for Cabinet rather than the Shareholder.

# Membership and quorum

1. Membership of the Shareholder and Joint Venture Group will be all members of Cabinet. The quorum is 3 members which must include the Leader of the Council or a Deputy Leader. Substitutions will not be allowed.

# Chairing

1. Meetings will be chaired by the Leader of the Council or in their absence, a Deputy Leader.

# Meeting frequency

1. Meetings of the Shareholder and Joint Venture Group will be scheduled to take place quarterly on dates and times agreed by the Leader of the Council, having regard to company reporting cycles and decision making requirements.

# Additional meetings

1. Additional meetings can be called at any time on dates and times agreed by the Leader of the Council.

# Meeting structure

1. The public and private business for the different companies and joint ventures will be taken sequentially in an order to be determined for each meeting by the Head of Law and Governance in consultation with the Leader of the Council.

# Decision making

1. Decisions will be taken by a consensus of members present unless any member of the Shareholder and Joint Venture Group requests a vote, in which case a majority decision will be taken with each member present having a single vote. In the event of a tie the Chair will have a casting vote.

# Attendees

1. Company Directors and Company Secretaries will be invited to attend Shareholder and Joint Venture Group meetings for the public and private business relating to their companies but not the private business relating to other companies. The Council’s statutory officers will attend the whole of meetings.

# Access to information

1. Meetings will be operated in accordance with the following rules:

* Agendas will be published 5 clear working days in advance of meetings.
* Members of Council will be able to observe public and private parts of meetings and to access papers relating to the public and private business of each company and joint venture.
* Members of the public will be able to observe the public parts of meetings and access papers relating to any public business for each company and joint venture.
* Officers on the Council will be able to observe the public parts of meetings and access papers relating to any public business for each company and joint venture but will only be able to attend private parts of meetings and access papers relating to private business where specifically authorised to do so by the Chair or a statutory officer.

# Relationship to Scrutiny

1. The Scrutiny Committee has the ability to scrutinise the business and decisions of the Shareholder and Joint Venture Group in accordance with a scrutiny protocol, and to make recommendations to the Shareholder and Joint Venture Group. There is no right of call in.

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