

To: Shareholder and Joint Venture Group
Date: 22 June 2022
Report of: Head of Law & Governance
Title of Report: Appointments to Company Boards

Summary and recommendations	
Purpose of report:	To seek approval for changes in the Council's appointments to the Boards of its companies and Joint Ventures.
Recommendations: That the Shareholder and Joint Venture Group resolves to:	
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;
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: <ul style="list-style-type: none"> • ODSL and ODSTL - Stephen Gabriel / Bill Graves / Mish Tullar (<i>waste and recycling only</i>) • Housing Group - Tom Bridgman / Dave Scholes • Barton Oxford LLP – Sarah Knight • OxWED LLP – Carolyn Ploszynski • SOSV LLP (<i>when incorporated</i>) – Jane Winfield / Jenny Barker
7.	Note the Advisors to Shareholders for matters relating to the business of companies as: <ul style="list-style-type: none"> • 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

Appendices

Appendix A	Appointment of Directors to Oxford City Council Companies and Joint Ventures
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Background and reasons

1. Oxford Direct Services Limited (ODSL), Oxford Direct Services Trading Limited (ODSTL), and Oxford City Housing Limited (OCHL) are companies wholly owned by Oxford City Council. Barton Oxford LLP and OxWED LLP are the Council's existing joint venture vehicles and South Oxford Science Village (SOSV) LLP is a joint venture which is in the process of being incorporated.
2. The Shareholders' Agreement relating to each Company 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.
4. The changes in the Council's appointments to the boards of its Companies are as a result of the appointment of the new Executive Director for Corporate Resources, Tom Hook, in April 2022, and the retirement of the Housing Group Director, Stephen Clarke, at the end of May 2022. The changes in the appointments to the Joint Ventures reflect expertise required for the stages of the projects.
5. The SOSV LLP has not yet been incorporated, but it is recommended that the Shareholder and Joint Venture Group approves the appointment of Tom Bridgman and Jane Winfield as the Council appointed Board Members effective from the point at which it is incorporated.
6. The recommended appointments, along with the advisors to shareholder and clients, are set out at **Appendix A**.

Financial Implications

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

Legal Implications

8. 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.
9. 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.
10. 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.
11. 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 as an Individual Executive Member.

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