

To: Shareholder and Joint Venture Group
Date: 21 June 2023
Report of: Head of Law & Governance
Title of Report: Appointments to Company Boards and Joint Ventures

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 Peter Matthew as one of the Council appointed Directors on the OCHL, OCH(D)L and OCH(I)L ("Housing Group" or "OX Place") Boards;
2.	Appoint Jane Winfield as a Council appointed Director on the OxWED LLP Board, replacing Caroline Green;
3.	Note the appointment of Peter Matthew as Client to ODSL and ODSTL, replacing Stephen Gabriel;
4.	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 & Peter Matthew • Housing Group – Peter Matthew & Tom Bridgman • Barton Oxford LLP – Carolyn Ploszynski • OxWED LLP – Tom Bridgman • SOSV LLP – Tom Bridgman • All – Nigel Kennedy & Rhian Davies

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

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 Interim Executive Director for Communities and People, Peter Matthew, in June 2023. 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 Tom Bridgman and Jane Winfield were appointed as Board Members effective from the point at which it is incorporated. These appointments were agreed by the Shareholder and Joint Venture Group in June 2022 and there are no further proposed changes to these appointments within this report.
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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