

### Annex 1 to Part 3: Council responsibilities and executive responsibilities

#### Shareholder and Joint Venture Group Terms of Reference and Meeting Arrangements

##### 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 periodic reports for each of the companies and joint ventures 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.

##### Membership and quorum

2. Membership of the Shareholder and Joint Venture Group will be a sub-set of Cabinet notified by the Leader of the Council. The quorum is 3 members which must include the Leader of the Council or a Deputy Leader. Substitutions will be allowed but must be members of Cabinet.
3. All members of the Companies Scrutiny Panel will be invited to attend and contribute at meetings as attendees with speaking rights (Scrutiny members would attend in an advisory capacity with no voting rights).

##### Chairing

4. Meetings will be chaired by the Leader of the Council or in their absence another member notified by the Leader of the Council.

##### Meeting frequency

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

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6. There will be three meeting cycles annually (e.g. July, November and March). A separate meeting on a different date will be held for ODS in each cycle, meaning there will be a total of 6 scheduled meetings.

### **Additional meetings**

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

### **Meeting structure**

8. 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**

9. 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**

10. 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**

11. 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**

12. The Scrutiny Committee has the ability to scrutinise the business and decisions of the Shareholder and Joint Venture Group and to make recommendations to the Shareholder and Joint Venture Group. Decisions of the Shareholder and Joint Venture Group will be subject to call in by the Chair of the Scrutiny Committee or any 4 members.