

**Decision type:** Single Member Decision

**Decision date:** 9 May 2025

**Decision maker:** Leader of the Council and Cabinet Member for Partnership Working

**Decision title:** Appointment of new Non-Executive Director of Oxford City Housing Limited

<b>Summary</b>	
<b>Decision being taken:</b>	Approval of the appointment of new non-executive director of Oxford City Housing
<b>Key decision:</b>	No
<b>Source of delegation:</b>	Section 4.6 of Oxford City Council's Constitution: The Leader may delegate executive responsibilities to a single Cabinet Member with or without consultation with officers or other Cabinet Members.
<b>Cabinet Member:</b>	Councillor Susan Brown, Leader of the Council and Cabinet Member for Partnership Working
<b>Corporate Priority:</b>	A well-managed Council
<b>Policy Framework:</b>	None.

The Leader of the Council and Cabinet Member for Partnership Working decides as follows:

1. **The Shareholder of Oxford City Housing Limited ("OCHL"):**
  - 1.1 Ian Cox be appointed as a non-executive director of OCHL.

<b>Appendix No.</b>	<b>Appendix Title</b>	<b>Exempt from Publication</b>
<b>Appendix 1</b>	CV of Ian Cox	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. At the Shareholder and Joint Venture Group (SJVG) meeting on the 19<sup>th</sup> March, the Chair of Oxford City Housing Limited (OCHL) Board (“OCHL Board”) proposed to the Shareholder that Ian be appointed as a non-executive director to the OCHL Board.
2. Ian Cox has served on OCHL’s Audit, Risk and Governance Committee (ARG) for the last 18 months, following a recruitment process for that role. The rationale for appointing him to the OCHL Board is that both the Chair and currently serving non-executive director will have completed their maximum terms on the Board in March 2026. Appointing Ian Cox to the Board would therefore provide continuity of knowledge in the transition to the refresh of the Board.
3. In view of the fact that appointment of Director’s is a Shareholder decision, at the meeting on 19<sup>th</sup> March, the SJVG resolved that any appointment would be subject to an interview with a representative of the shareholder and if deemed satisfactory the decision to appoint would be taken via a single member decision. An interview took place with a panel comprised of the Council’s Chief Executive and Councillor Nigel Chapman, Cabinet Member for Citizen Focussed Services and Council Companies, as representative of the Shareholder, Kerry Kryiacou, Chair of OCHL Board, Caroline Green an advisor to the Shareholder. The panel unanimously agreed to recommend that Ian Cox be appointed as a non-executive director of OCHL.
4. Ian Cox has development experience on schemes with a social housing ambition; he has chaired a number of housing companies set up with local authorities and had held numerous Board roles in similar organisations across the Country.

### **Reasons for the decision**

8. The consent of the sole shareholder is required prior to the appointment of any board of director of Oxford City Housing Limited.
9. The appointment of Ian Cox is an additional NED to the Board means that there are three ‘Independent NEDs’ and two ‘Council Officer NEDs’. The current practice is to have an equal balance between Independent and Council Officers on the Board, however at this time it wouldn’t be appropriate to appoint an additional Council Officer until a review of the Board has been completed.
10. As discussed at SJVG meeting on 19<sup>th</sup> March, the OCHL Board is seeking the sole shareholder to approve the appointment of the non-executive directors (“**NEDs**”) as soon as possible to allow them to be inducted and attend the next OCHL Board meeting on 6 June 2025.
11. As a result, the OCHL Board is seeking approval through the delegated process rather than at the next Shareholder’s meeting to held at the end of June 2025.

### **Alternative Options Considered**

12. The appointment or use of Council officers to fill all NED positions would be going against best practice. Council officers can be NEDs however it is recommended this is limited in numbers and that the majority of NEDs are independent. External NEDs will generally have more commercial experience, as has been sought in the recruitment exercise.

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13. The Shareholder could choose to not appoint Ian Cox as a NED, leaving the post vacant. However, as 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 making the decision**

<b>Financial implications</b>	Financial costs are picked up by the Company.	<b>Completed by:</b> Nigel Kennedy, Group Finance Director (Section 151 Officer) <b>Date: 28.4.25</b>
<b>Legal implications</b>	This is a matter for the SHJVG, however the Leader can take back a delegation under Part 3.4 of the constitution and make further delegations as they require to Single members or take a decision themselves.	<b>Completed by:</b> Emma Jackman, Director of Law, Governance and Strategy (Monitoring Officer) <b>Date: 28.4.25</b>
<b>Other implications</b>	No requirement at this stage to also appoint a further Council Officer to the OCHL Board.	<b>Completed by:</b> Caroline Green, Chief Executive <b>Date: 30.4.25</b>
<b>Member declared interests</b>	None.	<b>Completed by:</b> Emma Jackman, Director of Law, Governance and Strategy (Monitoring Officer) <b>Date: 28.4.25</b>


<b>Background Documents</b>
None.

<b>Report author</b>	Jonathan Malton
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Job title	Committee and Member Services Manager
Service area or department	Committee and Member Services
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### Consultee checklist

<b>Consultees</b>	<b>Name and job title</b>	<b>Date</b>
<b>Senior officer</b> e.g. the relevant service manager / Head of Service where the decision maker is the Chief Executive or an Executive Director.	Caroline Green, Chief Executive	30.04.2025
<b>Group Finance Director</b> Where required by the Constitution or conditions of the delegation	 Nigel Kennedy, Group Finance Director (Section 151 Officer)	28/04/25
<b>Director of Law, Governance and Strategy</b> Where required by the Constitution or conditions of the delegation	Emma Jackman, Director of Law, Governance and Strategy (Monitoring Officer)	28/04/25
<b>Cabinet Member(s)</b> Where required by the conditions of the delegation	Councillor Susan Brown, Leader of the Council and Cabinet Member for Partnership Working	09/05/2025
<b>Ward Members</b> Where required by the Constitution or conditions of the delegation	N/A	

### Decision Maker Approval

<b>Name and job title</b>	<b>Date</b>
Councillor Susan Brown, Leader of the Council and Cabinet Member for Partnership	09/05/2025

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This form must be completed and sent to Committee and Member Services **on the date that the decision maker signs it. This must be only done once all consultees have given their approval. The decision shall be effective from the date of publication; therefore, it is important that you send to Committee and Member Services as soon as it is completed and dated by the decision maker. Please note that it is not effective until it is published and the call in period has passed.**

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## NOTES

The law<sup>1</sup> requires the Council to record executive and non-executive decisions taken by officers under delegated powers and to publish them on the Council's website.

These requirements apply to decisions that would have been taken by Council or the Cabinet if delegated powers had not been given to an officer:

- under an express delegation granted at a meeting of Cabinet, Council or a Committee.
- in accordance with Part 4.4 of the Constitution as follows:
  - Awarding a contract where authority has been specifically delegated to officers by Cabinet or a Cabinet Member (regardless of value)
  - Acquiring or disposing of freeholds or leaseholds granting new leaseholds (excluding assignments and rent reviews) where authority has been specifically delegated to officers by Cabinet or a Cabinet Member (regardless of value)
  - Making a regulatory order which affects a number of people, for example a Public Space Protection Order or a Parking Place Order
  - Where the effect of a decision is to grant a licence or permission or it affects the rights of citizens
  - Discharging any other express delegation from Cabinet or a Cabinet Member a committee or Council.

These requirements **do not** apply to:

- planning and licencing matters where there are established arrangements for recording decisions: or
- decisions which are purely administrative or operational in nature

All other officer decisions should be recorded on an officer decision form but do not need to be published. They must though be stored so as to ensure that they are not lost should an officer leave the authority.

### **Exempt or Confidential information**

Information relating to a delegated officer or single member decision does not have to be made public if it is exempt or confidential. Summary information from this decision

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<sup>1</sup> the Local Authorities (Executive Arrangements) (Meetings and Access to Information) (England) Regulations 2012/2089 (Regulation 13(4)) and The Openness of Local Government Bodies Regulations 2014/2095 (Regulation 7)

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sheet (excluding all exempt or confidential information) will be published on the Council's website.

## **Key or Non Key Decision**

A key decision is an executive decision which is likely to:

- Have a significant effect on people living or working in a least two wards or
- Involve spending, income, or saving a significant amount – whether an amount is significant depends on the Council's total budget for the service involved. For this Council 'significant' in budgetary terms is:
  - Expenditure, income, or savings of £750,000 or greater in the context of the medium term financial strategy,
  - Acquiring or disposing of freeholds with a consideration over £500,000 in the context of the medium term financial strategy except for disposals pursuant to right to buy legislation
  - Acquiring or disposing of leaseholds where either the rental value is in excess of £250,000 per annum and/or the premium is £750,000 except for statutory lease renewals under Part 2 of the Landlord and Tenant Act 1954 and disposals pursuant to right to buy legislation and disposals pursuant to right to buy legislation.
  - Acquiring or disposing of easements with a value over £750,000 and/or rental value over £250,000 each year

A key decision can only be taken and recorded here if notice of it has been published on the Forward Plan for at least 28 clear days. Key decisions taken by officers may be "called in" by any four councillors or the Chair of the Scrutiny Committee within two days of the notice of decision being published.

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