

To: Shareholder and Joint Venture Group
Date: 25 June 2025
Report of: Director of Law, Governance and Strategy (Monitoring Officer)
Title of Report: Appointments to Company Boards and Joint Ventures

Summary and recommendations	
Decision being taken:	To seek approval for changes in the Council's appointments to the Barton Oxford LLP Board.
Key decision:	No
Cabinet Member:	Councillor Susan Brown, Leader and Cabinet Member for Partnership Working
Corporate Priority:	A Well Run Council.
Policy Framework:	None.

Recommendation(s): That the Shareholder and Joint Venture Group resolves as shareholder to:
1. Appoint Emma Gubbins as a Council appointed Director on the Barton Oxford LLP (BOLLPP) Board, replacing Clive Tritton;

Information Exempt From Publication	
N/A	N/A

Appendix No.	Appendix Title	Exempt from Publication
Appendix 1	Appointment of Directors to Oxford City Council Companies and Joint Ventures	No

Introduction and background

1. Barton Oxford LLP ("BOLLPP") is one of the Council's existing joint venture vehicles.

2. 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.

Changes to the Company and Joint Venture Boards

3. For BOLLIP, Clive Tritton, the interim Director of Economy, Regeneration and Sustainability, will be replaced by Emma Gubbins, Corporate Asset Lead.
4. The changes in the appointments to the Council Company and Joint Ventures reflect expertise required for the stages of the projects.
5. The recommended appointment, along with the advisors to shareholder and clients, are set out at Appendix 1. There are no changes to the directors for Oxford Direct Services Limited (ODSL), Oxford Direct Services Trading Limited (ODSTL), Oxford City Housing Limited (OCHL) and Oxford West End Development LLP (OxWed LLP), but is included for noting.

Options Considered

6. The Shareholder and Joint Venture Group could not make the appointment to Joint Venture board, however, failure to appoint directors would mean that they would not be quorate and would be against the Shareholder's Agreement.

Financial implications

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

Legal issues

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.

Equalities impact

12. There are no equalities impacts arising directly from this report.

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Background Papers: None

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