

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

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

##### Purpose

1. There are two Shareholder and Joint Venture Groups, which are responsible for exercising the role of shareholder in respect of the Council's wholly owned companies and joint ventures and for safeguarding and furthering the Council's interests and investments in those companies and joint ventures. They will take decisions on any matters as shareholder for the companies that these Terms of Reference set out. They also receive the annual and periodic reports for each of the companies.
2. The two Shareholder and Joint Venture Group and the entities they are responsible for are as follows:

Shareholder and Joint Venture Group (ODSL and ODSTL)	Shareholder and Joint Venture Group (OCHL, BOLLOP, OxWED)
Oxford Direct Services Limited (ODSL) (Company number 10719222)	Oxford City Housing Limited (OCHL) (10212716) and its subsidiaries OCH(I)L (10370637) and OCH(D)L (10370647)
Oxford Direct Services Trading Limited (ODSTL) (10719214)	Oxford West End Development LLP (OxWED)* (09957392)
	Barton Oxford LLP** (OC368330)

\*OxWED LLP 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

3. Membership of both of the SJVGs, Shareholder and Joint Venture Group (ODSL and ODSTL) and Shareholder and Joint Venture Group (OCHL, BOLLOP and OxWED) will be a sub-set of the Cabinet as notified by the Leader of the Council. The quorum for each of the Shareholder and Joint Venture Groups is 3 members which must include the Leader of the Council or a Deputy Leader. Substitutions will be allowed but must be members of the Cabinet.
4. The Chair of the Scrutiny Committee or the Finance and Performance Working Group will be invited and entitled to attend the meetings of the Shareholder and

Joint Venture Groups where there are scrutiny committee recommendations on a report for that meeting.

### **Chairing**

5. 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**

6. Meetings of each of the Shareholder and Joint Venture Groups will be scheduled to take place on dates and times agreed by the Leader of the Council, having regard to the relevant company's reporting cycles and decision-making requirements and the Council's scrutiny committee work cycle.
7. For each of the Shareholder and Joint Venture Group there will be three scheduled meetings annually (e.g. in July, November and March).

### **Additional meetings**

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

### **Meeting structure**

9. The order of the public and private business of the meetings in relation to each of the entities will be determined by the Director of Law, Governance and Strategy in consultation with the Leader of the Council.

### **Decision making**

10. Decisions will be taken by a consensus of members present unless any member of the relevant 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**

11. The relevant company Directors and company Secretaries will be invited to attend Shareholder and Joint Venture Group meetings but may be excluded where there is a need for the committee to consider a matter in private or where it relates to another entity. The Council's statutory officers (or their deputies) will attend the whole of meetings.

### **Access to information**

12. Meetings of the Shareholder and Joint Venture Groups will be conducted in accordance with the following rules:
  - Agenda will be published 5 clear working days in advance of meetings.
  - Members of the 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.

## Constitution - Oxford City Council

- 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 of 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 the scrutiny role within the Council**

13. The Council's Scrutiny Committee can scrutinise the business and decisions of each of the Shareholder and Joint Venture Groups and to make recommendations to the Shareholder and Joint Venture Groups. Decisions of the Shareholder and Joint Venture Groups will be subject to call in by the Chair of the Scrutiny Committee or any 4 members.

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