

**Decision type:** **Single Member Decision**

**Decision date:** 3 November 2025

**Decision maker:** Councillor Susan Brown, Leader, and Cabinet Member for Partnership Working and Inclusive Economic Growth

**Decision title:** To Approve the Shareholder Agreement for Oxford Direct Services Limited and Oxford Direct Services Trading Limited

Summary	
<b>Decision being taken:</b>	For the Leader of the Council, as the sole Shareholder, to Approve the Shareholder Agreement and Articles for Oxford Direct Services Limited (“ODSL”) and Oxford Direct Services Trading Limited (“ODSTL”)
<b>Key decision:</b>	No
<b>Source of delegation:</b>	<p>Part 4.6 of the Constitution, Delegation to Single Cabinet Member:</p> <p>The Leader may delegate executive responsibilities to a single Cabinet Member with or without consultation with officers or other Cabinet Members.</p> <p>Cabinet Members do not have to use the delegated powers: they can ask the Leader to decide. The delegation can also be withdrawn by the Leader.</p> <p>Any decisions delegated to a single Cabinet Member shall only be taken having regard to a written report submitted to them by the relevant officer within the senior management structure including any advice from the Group Finance Director and the Director of Law, Governance and Strategy.</p>
<b>Cabinet Member:</b>	Councillor Susan Brown, Leader, and Cabinet Member for Partnership Working and Inclusive Economic Growth
<b>Corporate Priority:</b>	A Well-Run Council
<b>Policy Framework:</b>	None

The Leader, and Cabinet Member for Partnership Working and Inclusive Economic Growth, as Shareholder of ODSL and ODSTL decides as follows:

1. **Approve** the Shareholder Agreement and Articles of Association of Oxford Direct Services Limited;
2. **Approve** the Shareholder Agreement and Articles of Association of Oxford Direct Services Trading Limited.
3. **Delegate** to the Monitoring Officer the ability to sign the Articles of the Companies and other required documentation to enact the above decisions on behalf of the Council as sole Shareholder of the Companies.

Appendix No.	Appendix Title	Exempt from Publication
<b>Appendix 1</b>	Oxford Direct Services Limited (“ODSL”) Shareholder Agreement	Yes
<b>Appendix 2</b>	Oxford Direct Services Trading Limited (“ODSTL”) Shareholder Agreement	Yes
<b>Appendix 3</b>	Oxford Direct Services Limited Articles of Association	Yes
<b>Appendix 4</b>	Oxford Direct Services Trading Limited Articles of Association	Yes

### Introduction and background

1. At the Shareholder and Joint Venture Group (“SJVG”) meeting for Oxford Direct Services Limited (“ODSL”) and Oxford Direct Services Trading Limited (“ODSTL”) on Thursday, 24<sup>th</sup> July 2025, the Shareholder agreed that the Special Resolutions to the amended Articles of the Companies to be delegated to the Council’s Monitoring Officer to be signed on behalf of the Council as sole Shareholder of the Companies. The SJVG also noted the Shareholder Agreement of both companies, as agreed with the Monitoring Officer.
2. The articles had been reviewed as part of a wider Governance Review of ODSL and ODSTL, which was presented to SJVG, which had been drafted with the Company Secretary, Chair of the Board and the Director of Law, Governance and Strategy, with the Leader of the Council and Chief Executive being consulted.
3. Delegated authority was agreed by SJVG to “delegate authority to the Council’s Monitoring Officer to agree the final versions and the execution of the Agreements for and on behalf of the Council as the sole Shareholder of the Companies” and “That the Special Resolutions attached to the amended Articles of the Companies be delegated to the Council’s Monitoring Officer to be signed on behalf of the Council as sole Shareholder of the Companies”. However, as further changes are due to be made resulting from the requests of members at that meeting, which required further agreement with ODS/ODSTL. Therefore, a Single Member Decision is required to approve the necessary changes.

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### Reasons for the decision

4. To ensure the results of the Governance Review for ODSL and ODSTL can be implemented and allow the necessary documents to be implemented.
5. Not having an up-to-date Shareholder Agreement and Articles of Association means the wholly-owned companies are not being governed in line with statutory requirements.

### Alternative Options Considered

6. To not approve the Shareholder Agreement, however this would not be considered appropriate as the amended version has been agreed by the ODSL and ODSTL Board.

### Equalities Impact

7. None.

### Risks

8. None.

### Carbon and Environmental Considerations

9. None.

### Implications of making the decision

<b>Financial implications</b>	There are no changes to the shareholder agreement previously agreed by SHJVG in July, that would have financial implications	<b>Completed by:</b> Nigel Kennedy, Group Finance Director <b>Date:</b> 3/11/2025
<b>Legal implications</b>	The agreement to the Shareholder Agreement and the adoption of the articles is a matter reserved to Cabinet and usually delegated to SHJVG. The report went to Shareholder in July 2025 (see background papers) but at the request of that meeting some amendments were made which have now been incorporated – relating to the minimum number of NEDs for a quorum and the calling of meeting requirements. This has been agreed with ODS and we require a Single Member decision to approve the final form so that we can finalise, sign and	<b>Completed by:</b> Emma Jackman, Director of Law, Governance and Strategy (Monitoring Officer) <b>Date:</b> 31.10.25

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	in the case of the articles, lodge with Companies House.	
<b>Other implications</b>	Include any other relevant implications not listed above.  This should include any equalities impact issues.	<b>Completed by:</b> Caroline Green, Chief Executive  <b>Date:</b> 03.11.25
<b>Member declared interests</b>	None	<b>Completed by:</b> Emma Jackman, Director of Law, Governance and Strategy (Monitoring Officer)  <b>Date:</b> 31.10.2025

Background Documents	
1.	<a href="#">Decisions Thursday 24-Jul-2025 18.00 Shareholder and Joint Venture Group - Oxford Direct Services .pdf</a>

<b>Report author</b>	Jonathan Malton
Job title	Committee and Member Services Manager
Service area or department	Law, Governance and Strategy
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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 / Director where the decision maker is the Chief Executive or a Deputy Chief Executive.	Caroline Green, Chief Executive	3.11.2025
<b>Group Finance Director</b>	Nigel Kennedy, Group Finance Director	3.11.2025

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Where required by the Constitution or conditions of the delegation		
<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)	31.10.2025
<b>Cabinet Member(s)</b> Where required by the conditions of the delegation		
<b>Ward Members</b> Where required by the Constitution or conditions of the delegation		

#### Decision Maker Approval

<b><i>Name and job title</i></b>	<b><i>Date</i></b>
Councillor Susan Brown, Leader, and Cabinet Member for Partnership Working and Inclusive Economic Growth	03.11.2025

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

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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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## **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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