

To: Shareholder and Joint Venture Group
Date: 2 April 2026
Report of: Director of Law, Governance and Strategy (Monitoring Officer)
Title of Report: Appointments to Boards of Council Companies and Joint Ventures

Summary and recommendations	
Decision being taken:	To seek approval for changes in the Council's appointments to the Boards of its Joint Ventures.
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:	
<ol style="list-style-type: none"> 1. Appoint Clive Tritton as a Council's Directors on the OCHL, OCH(D)L and OCH(I)L ("Housing Group" or "OX Place") Boards, replacing Nerys Parry; 2. Appoint Carolyn Ploszynski as a Council appointed Directors on the Oxford West End Development LLP ("OxWED LLP"), replacing Clive Tritton; 3. Note the Advisors to Shareholders for matters relating to the business of companies as: Housing Group – Tom Bridgman & Jane Winfield Barton Oxford LLP – Jane Winfield OxWED LLP – Tom Bridgman All – Alistair Rush & Emma Jackman 	

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. Oxford City Housing Limited (“OCHL”) and its subsidiaries, Oxford City Housing Development Limited (“OCH(D)L”) and Oxford City Housing Investment Limited (“OCH(I)L”) is a company wholly owned by Oxford City Council. Barton Oxford LLP (“BOLLP”) and Oxford West End Development LLP (“OxWED LLP”) are the Council’s existing joint ventures.
2. The Shareholder’s Agreement relating to each of the Housing Companies states that it is the responsibility of the Shareholder, the Council, to give prior written consent for the appointment and dismissal of any director to the boards of the companies. The Council’s Constitution provides (Part 3.7) that the shareholder role will be performed by the Shareholder and Joint Venture Group (an executive committee appointed by the Leader of the Council).
3. 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

4. The changes in the Council’s appointment to the OCHL Boards is because Clive Tritton, from March 2026, started as the Interim Programme Director – Cowley Branch Line, a joint post with Oxford City Council and Oxfordshire County Council. On the Board, he will replace Nerys Parry, the Director of Housing.
5. For the OxWed Board, Carolyn Ploszynski, the Director of Economy, Regeneration and Sustainability has returned from maternity leave, and will replace Clive Tritton, who was the interim Director of Economy, Regeneration and Sustainability over the past year.
6. The changes in the appointment to the Council Company and Joint Ventures reflect expertise required for the stages of the projects.
7. The recommended appointments, along with the advisors to shareholder and clients, are set out at Appendix 1. There are no changes to the directors for Barton Oxford LLP (“BOLLP”) but is included for noting.
8. The advisors to all Council Companies and Joint Ventures have been updated to include Alistair Rush, the Interim Group Finance Director (Section 151 Officer), following the retirement of Nigel Kennedy in March 2026.

Alternative Options Considered

9. The Shareholder and Joint Venture Group could not appoint these directors to the Company and Joint Venture boards, however, failure to appoint directors would

mean that they would not be quorate and would be against the Shareholder's Agreement and Members' Agreement between the Joint Ventures.

Implications of Local Government Reorganisation

10. There are no implications arising from Local Government Reorganisation (LGR) arising from this report.

Financial implications

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

Legal issues

12. 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.

13. 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.

14. 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.

15. 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

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

Report author	Jonathan Malton
Job title	Committee and Member Services Manager
Service area or department	Law, Governance and Strategy
Telephone	01865 602767
e-mail	jmalton@oxford.gov.uk

Background Papers: None

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