

To: Shareholder and Joint Venture Group

Date: 2 April 2026

Report of: Director of Law, Governance and Strategy (Monitoring Officer)

Title of Report: Appointments of new Non-Executive Director of Oxford City Housing Limited

Summary and recommendations	
Decision being taken:	To approve of the appointment of a new non-executive director of Oxford City Housing Limited
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 Mary Parsons as a Non-Executive Director of the OCHL, OCH(D)L and OCH(I)L (“Housing Group” or “OX Place”) Boards with effect from 6 April 2026 for a three-year term. 3. Authorise the Managing Director of the Company to issue the appointment letter.

Information Exempt From Publication	
N/A	N/A

Appendix No.	Appendix Title	Exempt from Publication
Appendix 1	Mary Parsons – CV	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. Kerry Kyriacou was appointed as a Non-Executive Director (NEDs) to 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) on 15th January 2020 for a three-year term, which was renewed for a second three-year term on 1st March 2023.
2. Kerry has served as Chair of the Board for the duration of his term of office and was extended on 26th January 2026 to 5th April 2026 to align with the recruitment of a new Non-Executive Director and Chair of the Board, subject to the Board's approval.
3. Best practice guidance recommends that NEDs serve a maximum of two terms on the Board of a Local Authority Trading Company (LATCo).
4. 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).

Recruitment of a new Non-Executive Director

5. The consent of the sole shareholder is required prior to the appointment of any board of director of Oxford City Housing Limited. The current practice is to have an equal balance between Independent and Council Officers on the Board.
6. Berwick Partners, an external recruitment agency for the public sector, was appointed following a Competitive Score Tender to assist with the recruitment process.
7. An interview process took place on 10 February 2026 with a panel comprised of the Councillor Anna Railton, Deputy Leader and Cabinet Member for a Zero Carbon Oxford, Councillor Nigel Chapman, Cabinet Member for Citizen Focussed Services and Council Companies, as representative of the Shareholder, Caroline Green, Chief Executive, as an advisor to the Shareholder, Jane Winfield, Director of Property and Assets, as Non-Executive Director of the Board, and Marek Dobrowolski, representative from Berwick Partners.
8. The decision was also informed by a Stakeholder Panel, consisting of Rosemary Farrar, Non-Executive Director and OX Place Chair of the Audit and Risk Committee, Kerry Kryiacou, outgoing Chair of OX Place Board, Roger Thompson, Managing Director of OCHL and Nigel Kennedy, Group Finance Director.
9. The Interview Panel and Stakeholder Panel agreed to recommend that Mary Parsons be appointed as a non-executive director of OCHL.

Alternative Options Considered

10. The appointment or use of Council officers to fill these positions would be difficult due to the fact that there will be a risk of conflicts of interest between their position as a director and their duties of their role with the Council. It is also not in line with best practice required for wholly owned subsidiaries of the Council and external NEDs will generally have more experience, as has been sought in the recruitment exercise.

11. The Shareholder could choose to not appoint Mary Parsons as a Non-Executive Director, leaving the post vacant. However, 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 Local Government Reorganisation

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

Financial implications

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

Legal issues

14. 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.

15. 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.

16. 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.

17. 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

18. 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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