

Cherwell District Council

Shareholder Committee

Minutes of a meeting of the Shareholder Committee held at Bodicote House, Bodicote, Banbury, Oxon OX15 4AA, on 13 March 2024 at 6.30 pm

Present:

Councillor Barry Wood (Chairman)
Councillor Adam Nell (Vice-Chairman)
Councillor Donna Ford
Councillor Nicholas Mawer

Also Present Virtually:

Councillor Simon Holland
Councillor Dan Sames
Adrian Unitt, Operations Director, Graven Hill
Sue Smith, Company Director, Graven Hill
Tim Shaw, Finance Director, Graven Hill
Elizabeth Rapoport, Non-Executive Director, Graven Hill
David Gelling, Non-Executive Director, Graven Hill

Officers:

Joanne Kaye, Head of Finance and Deputy Section 151 Officer
Nicola Riley, Assistant Director Wellbeing & Housing
Kerry Wincott, Law & Governance Officer

Officers Attending Virtually:

Shahin Ismail, Interim Head of Legal Services & Deputy Monitoring Officer

32 **Declarations of Interest**

There were no declarations of interest.

33 **Minutes**

The minutes of the committee meeting held on 13 December 2023 were confirmed as a correct record and signed by the Chairman.

34 **Chairman's Announcements**

There were no announcements made by the Chairman.

35 **Urgent Business**

The Chairman advised there was one urgent business item regarding the Shareholders' Agreement between Cherwell District Council, Crown House Banbury Limited and Crown Apartments Banbury Limited.

The Chairman indicated the item would be taken at the end of the agenda as it was an exempt agenda item.

36 **Graven Hill Village Development Company (GHVDC) - Articles of Association Update**

The Committee considered a report from the Assistant Director of Law and Governance and Monitoring Officer detailing the proposed change to the Articles of Association of Graven Hill Development Company (GHDVC) and Graven Hill Holdings Limited (GHVH).

Resolved

- (1) That the Updated Articles of Association be approved.
- (2) That the Chairman of GHVDC and GHVH lay the appropriate resolutions at Companies House to give effect to these changes be authorised.
- (3) That Councillor Holland will be replaced on the company boards by one of the existing independent non-executive directors be noted.

37 **Exclusion of the Public and Press**

That, in accordance with Section 100A (4) of Local Government Act 1972, the press and public be excluded from the meeting for the following items of business, on the grounds that they could involve the likely disclosure of exempt information as defined in paragraphs 3 and 5 of Schedule 12A of that Act and that in all the circumstance of the case, the public interest in maintaining the exemption outweighs the public interest in disclosing the information.

38 **Crown House Banbury Limited - Quarter Three Business Report 2023/24**

The Committee considered an exempt report from the Shareholder Representative, which detailed the in-year key performance and financial update for the Crown House Companies for Quarter Three 2023/24.

The Non-Executive Directors of Crown House reported significant progress with procedures, site appearance, and communication with the management company. They also reported that all electricity meters except four have been turned over to independent meters, which has helped relieve budget pressures. Additionally, bike racks had been installed, and communication with the commercial site had been established to address storage solutions.

In response to the Committee's questions regarding the Crown House's future options, a Non-Executive Director of Crown House advised that ongoing due

diligence work must be completed between the Shareholder Representative and the Section 151 officer.

Resolved

(1) That the Crown House Banbury Limited Quarter Three 2023/24 Business Report be approved, noting that the vast majority of losses in the accounts are due to the property's revaluation rather than an increase in operating costs.

39 **Graven Hill Village Development Company (GHVDC) - Quarter Three Business Report 2023/24 and Quarter Four Verbal Flash Update**

The Committee considered an exempt report from the Shareholder Representative, which detailed the in-year key strategic risks, performance, and financial update for Graven Hill Village Development Company Ltd for Quarter Three 2023/24.

The Interim Managing Director of Graven Hill Village Development Company also verbally updated the Quarter Four position.

Resolved

(1) That the Graven Hill Village Development Company (GHVDC) Quarter Three Business report be noted.

(2) That the verbal flash update be noted.

(3) That the Graven Hill Village Development Company (GHVDC) S106 update be noted.

(4) That the STACK 20 will be generated as a result of the development of the new application, utilising the direction from the strategy session be noted.

(5) That the Graven Hill Village Development Company (GHVDC) Quarter Three Business Report and Quarter Four flash verbal update be approved.

40 **Graven Hill Village Development Company (GHVDC) - Business Plan 2024-28, STACK 18 (Baseline), STACK 19 (Variant 2) and STACK 20 (Direction of Travel)**

The committee considered an exempt report from the Shareholder Representative, which detailed the Business Plan 2024-28 to deliver the aims and objectives for the Graven Hill Village site in accordance with the strategic aims, objectives, opportunities, and challenges for the Council.

Resolved

(1) That the Graven Hill Village Development Company Business Plan 2024-28 be approved.

- (2) That the strategic risks as set out in the report be noted.
- (3) That the key performance indicators for the Graven Hill Village Development Company to report to the Shareholder in accordance with the Business Plan 2024-28 be approved.
- (4) That the financial strategy and cashflow forecast for Graven Hill Village Development Company be approved.

41 **Graven Hill Village Development Company (GHVDC) - Bonus Scheme 2024/25 Update**

The committee considered an exempt report from the Shareholder Representative, which provided further information on the principles of Graven Hill Village Development Company's bonus scheme for 2024/25.

Resolved

- (1) That the principles of the Bonus Scheme for 2024/25 as detailed within the report within the agreed parameters be noted.
- (2) That the Terms of Reference for the Remuneration Committee be noted.
- (3) That a further report, setting out the details of the proposed bonus scheme for 2024/25 be presented to the Shareholder Committee at its June 2024 meeting, which will include the details of the KPIs on which bonus payments will be based be noted.

42 **Graven Hill Governance Review Action Plan - Update**

The committee considered an exempt report from the Monitoring Officer and Assistant Director of Law and Governance, presenting an update of the Governance Review Action Plan. The action plan commenced following a request at the Shareholder Committee meeting dated 05 July 2023 to ensure oversight of the remaining actions emerging from the WBD report.

Resolved

- (1) That the updated Graven Hill Governance Review Acton Plan be approved.

43 **Shareholders' Agreement (Crown House Companies)**

The Committee considered an urgent item from the Chair, proposing that the losses on the Crown House companies be surrendered to Graven Hill for application in Graven Hill's 2022/23 corporation tax calculations under the group relief provisions.

Resolved

Shareholder Committee - 13 March 2024

That the losses on the Crown House companies be surrendered to Graven Hill for application in Graven Hill's 2022/23 corporation tax calculations under the group relief provisions.

The meeting ended at 8.30 pm

Chairman:

Date: