

## **Cherwell District Council**

### **Shareholder Committee**

Minutes of a meeting of the Shareholder Committee held at Bodicote House, Bodicote, Banbury, Oxon OX15 4AA, on 6 December 2021 at 3.30 pm

Present:

Councillor Barry Wood (Chairman)

Councillor Tony Ilott

Councillor Lucinda Wing

Also Present:

Councillor Ian Corkin - Cherwell District Council appointed Non-Executive Director of Graven Hill Development Company and Graven Hill Management Company (for agenda items 6, 7 and 9).

Karen Curtin – Managing Director, Graven Hill Development Company (for agenda items 6, 7 and 9).

Karen Orrey – Finance Director, Graven Hill Development Company (for agenda items 6, 7 and 9).

Sue Smith – Chairman, Graven Hill Development Company (for agenda items 6, 7 and 9).

Officers:

Steve Jorden, Corporate Director Commercial Development, Assets & Investment/Shareholder Representative

Anita Bradley, Director Law and Governance & Monitoring Officer

Michael Furness, Assistant Director of Finance

Robert Fuzesi, Crown House Company Manager (for agenda item 10)

Nicola Riley, Crown House Non-Executive Director (for agenda item 10)

Liza Ellis, Executive Assistant, Place, Growth and Commercial

Emma Faulkner, Democratic and Elections Officer

Natasha Clark, Governance and Elections Manager

#### 21 **Declarations of Interest**

There were no declarations of interest.

#### 22 **Minutes**

The Minutes of the meeting of the Committee held on 6 September 2021 were confirmed as a correct record and signed by the Chairman.

23 **Chairman's Announcements**

There were no Chairman's announcements.

24 **Urgent Business**

There were no items of urgent business.

25 **Graven Hill Village Development Company (GHVDC) - Updated shareholder agreement**

The Committee considered a report from the Shareholder Representative which detailed an amended shareholder agreement between Cherwell District Council (CDC), Graven Hill Village Holdings Limited (Hold Co) and Graven Hill Village Development Company Limited (Dev Co).

The shareholder agreement was entered into by the Council and the Graven Hill Companies on 30 September 2019. The agreement detailed the respective rights and obligations of the parties in relation to the business and operations of the two companies. These included the business planning cycle and approval, the conduct of the company's affairs, matters relating to the board and production of financial statements and matters requiring consent of the council.

The CDC Executive meeting on 5 July 2021 approved the creation by Dev Co of a special purpose vehicle (SPV) as a company limited by shares, and requested that the new company be included, along with Dev Co's existing subsidiary companies, within the shareholder agreement between the council, Hold Co and Dev Co entered 30 September 2019.

The CDC legal team had duly updated the shareholder agreement in conjunction with the Dev Co management team and the Shareholder Representative to reflect this decision.

In addition the change of registered office from the Plot Shop, Franklins House, Bicester to Graven Hill Site Office Building E25, Bicester had been included in the updated shareholder agreement.

**Resolved**

- (1) That the amended shareholder agreement between Cherwell District Council, Hold Co and Dev Co be noted.
- (2) That authority be delegated to the Shareholder Representative, in consultation with the Leader of the Council, to agree any minor amendments and sign the shareholder agreement on behalf of Cherwell District Council.

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### **Graven Hill Village Development Company (GHVDC) - Quarter Two Reporting - Appendix D**

The Chairman advised that whilst the report and other appendices to the report were exempt and would be considered in private session, appendix D was a public document for consideration in the public part of the meeting.

#### **Resolved**

- (1) That appendix D to the exempt report of the Shareholder Representative be noted.

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### **Exclusion of the Public and Press**

#### **Resolved**

- (1) 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 1, 2 and 3 of Schedule 12A of that Act and that in all the circumstances of the case, the public interest in maintaining the exemption outweighs the public interest in disclosing the information.

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### **Graven Hill Village Development Company (GHVDC) - Quarter Two Reporting**

The Committee considered an exempt report from the Shareholder Representative that detailed quarter two management information.

The Managing Director Graven Hill Development Company presented key information and detailed recommendations for the Committee.

The presentation included photographs of on-site progress to date. The Managing Director Graven Hill Development Company reported that a self-build property on The Crescent had won the award for 'Best Brick Home' at the Build it Live awards in November.

Of the 17 priorities for quarter two, eight were on target and reporting green, with eight reporting amber and one reporting red. The priority reporting red related to the Government's 'Help to Build' scheme, that had been launched shortly before the meeting. People interested in the scheme could register their interest whilst full details were finalised.

Regarding key performance indicators, two were on target and reporting green. Seven were work in progress and therefore reporting amber, with one reporting red. The indicator reporting red related to net reservations, which had seen a small number of cancellations due to the cost of materials.

Priorities for quarters three and four included budget, business planning and strategy sessions for 2022-2023, further work on the 'Help to Build' scheme, Grand Designs filming and concluding discussions with the Local Planning Authority regarding changes to the Masterplan and S106.

The Managing Director – Graven Hill Development Company explained that the Stack 17 Development Appraisal had been updated following discussions in September 2021, and the various impacts and implications would be discussed with the Shareholder during the strategy day which was scheduled to take place later in December.

In response to questions from the Committee the Managing Director – Graven Hill Development Company explained that regular competitor analysis of house and plot prices was undertaken.

### **Resolved**

- (1) That the quarter two update be noted.
- (2) That the detailed quarter two management accounts be approved.
- (3) That the 2021/2022 key performance indicator snapshot be noted.
- (4) That the current quarter three and four priorities and risks be noted.
- (5) That the Stack 17 and associated funding requirement be approved.
- (6) That the Stack 17 risks and opportunities be noted
- (7) That the importance of D1 employment land and associated scenario planning be noted.
- (8) That the Forward Plan be noted.

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### **Crown House Banbury Ltd/Crown House Apartments Banbury Ltd (Crown Companies) - Quarterly Report**

The Committee considered an exempt report from the Shareholder Representative that detailed performance of the Crown Companies for quarter two.

The Company Manager had undertaken a detailed analysis of income for the companies across the 19 month trading period, and presented revised projected figures for the period of the current business plan, 2021 – 2026. It was proposed that the updated business plan be put in place until March 2023, when an annual review of assumptions and any necessary revisions would take effect.

The Company Manager explained that a strategic view was being taken with regard to where costs could be reduced, and management of the companies would be undertaken in-house through the recently established joint property team of Cherwell District Council and Oxfordshire County Council.

In response to questions from the Committee the Shareholder Representative said that the potential implications of cost-saving options would be investigated, and more information submitted to the Committee for their consideration in the coming months.

The Committee thanked the Company Manager for the comprehensive figures and analysis.

The Shareholder Representative advised the Committee that the Company Manager would shortly be leaving the council as he had secured a job overseas. The Shareholder Representative explained that discussions would be held with the Crown House Board regarding a replacement.

### **Resolved**

- (1) That the status report for quarter two 2021 performance be noted.
- (2) That the Crown Companies Business Plan and income and expenditure plan be noted and supported.

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### **Update on CSN Resources**

The Shareholder Representative gave a verbal update regarding CSN Resources.

The separation had now been completed and all relevant documents and financials finalised. Staff were working under the respective councils and service delivery had been maintained to all customers throughout the process, which the Shareholder Representative explained had been key and was grateful that it had been achieved.

The Committee echoed the gratitude of the Shareholder Representative and expressed their thanks to the staff for maintaining the high quality service during the transition to in-house provision.

### **Resolved**

- (1) That the verbal update be noted.

The meeting ended at 5.25 pm

Chairman:

Date: