



# Oldham Community Leisure Ltd

## Shareholder Policy





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## 1. ABOUT THE ORGANISATION

### 1.1 The Launch

Oldham Community Leisure Limited (OCL) is a registered society and was formed in 2002 as a co-operative from the spin out of the former Council Leisure Services DSO. The majority of staff were TUPE transferred across from the Council and a Board of Directors was formed to provide strategic leadership to the organisation, initially with commissioned support from DC Leisure Limited, a private sector leisure operator. The key driver at the time was to create a vehicle that would be more economically viable than the existing DSO, and that would have the flexibility and expertise to flourish and advance the service provision for the benefit of the community. The buildings remain in the ownership of the Council, with OCL operating as the out-sourced management company who deliver the service to the customers on behalf of the Council. The rules of the organisation are built on the premise that all financial surpluses are re-invested in the business, and so this gave the new organisation a greater degree of protection against future council cuts.

### 1.2 Development to Date

The initial contract term was for 10 years and in 2012 OCL won the competitive tender process to operate facilities on behalf of the Council for a further 10 years, with the option to extend the term for a further 5 years beyond that. During the initial 10 year term, throughput of customers grew and significant investment was made into the facilities by OCL to grow the company. The grant payable to OCL changed very little over the years and rising costs were largely absorbed by OCL through their growth in revenues.

Not only did the quality of the leisure opportunities advance significantly, but OCL broadened its range of services to include out-reach and health improvement projects of that initial 10 year period. OCL became adept at partnership working and using external funding opportunities to help develop this work; over the initial 10 year term, OCL drew down over £2m in external funding for capital improvements and project revenue support funding.

### 1.3 Ambitions for the Future

The latest contract with Oldham Council involves a significant reduction in the revenue support for service delivery, yet the expectations to grow participation are as important as ever, given the levels of obesity and inactivity among the community. The Council has recognised that to improve participation, the quality of facilities needs to be high enough to attract visitors and the two replacement sites which opened in 2015 have helped to contribute towards this.

OCL is keen to strengthen partnerships with the Health Sector and also to broaden service delivery even further beyond the walls of the facilities owned by the Council; this combined focus will help drive up throughput even further and in so doing, will reduce the reliance on Council subsidy going forward. OCL will consider new business opportunities wherever they exist and has set up a dedicated subsidiary, Wellbeing Leisure, which is a Charitable Trust solely focussed on projects and opportunities beyond the management of Council Leisure Centres in Oldham.

### 1.4 Vision, Mission, Aims

The company is registered with the Charity Commission and re-invests all profits into improving the services provided for community benefit.

The objects or purpose of OCL are stated in the Company rules as:

**The Society has been established for public benefit to:**

- (a) provide facilities for recreation and other leisure time occupation in the interests of social welfare; and/or
- (b) promote and preserve good health and wellbeing through community participation in healthy recreation; and/or
- (c) advance the education of the public, particularly in healthy recreation; and/or
- (d) such other charitable purposes consistent with the above as the Directors in their absolute discretion determine.

**Please follow this link to the latest OCL annual report - [click here](#)**

## 1.5 Company Structure

**OCL operates the following facilities on behalf of the Council as part of its ten year contract:**

- Chadderton Wellbeing Centre
- Chapel Road Synthetic Pitch
- Failsworth Sports Centre
- Oldham Leisure Centre
- Radclyffe Athletics Centre
- Royton Leisure Centre
- Saddleworth Pool and Leisure Centre

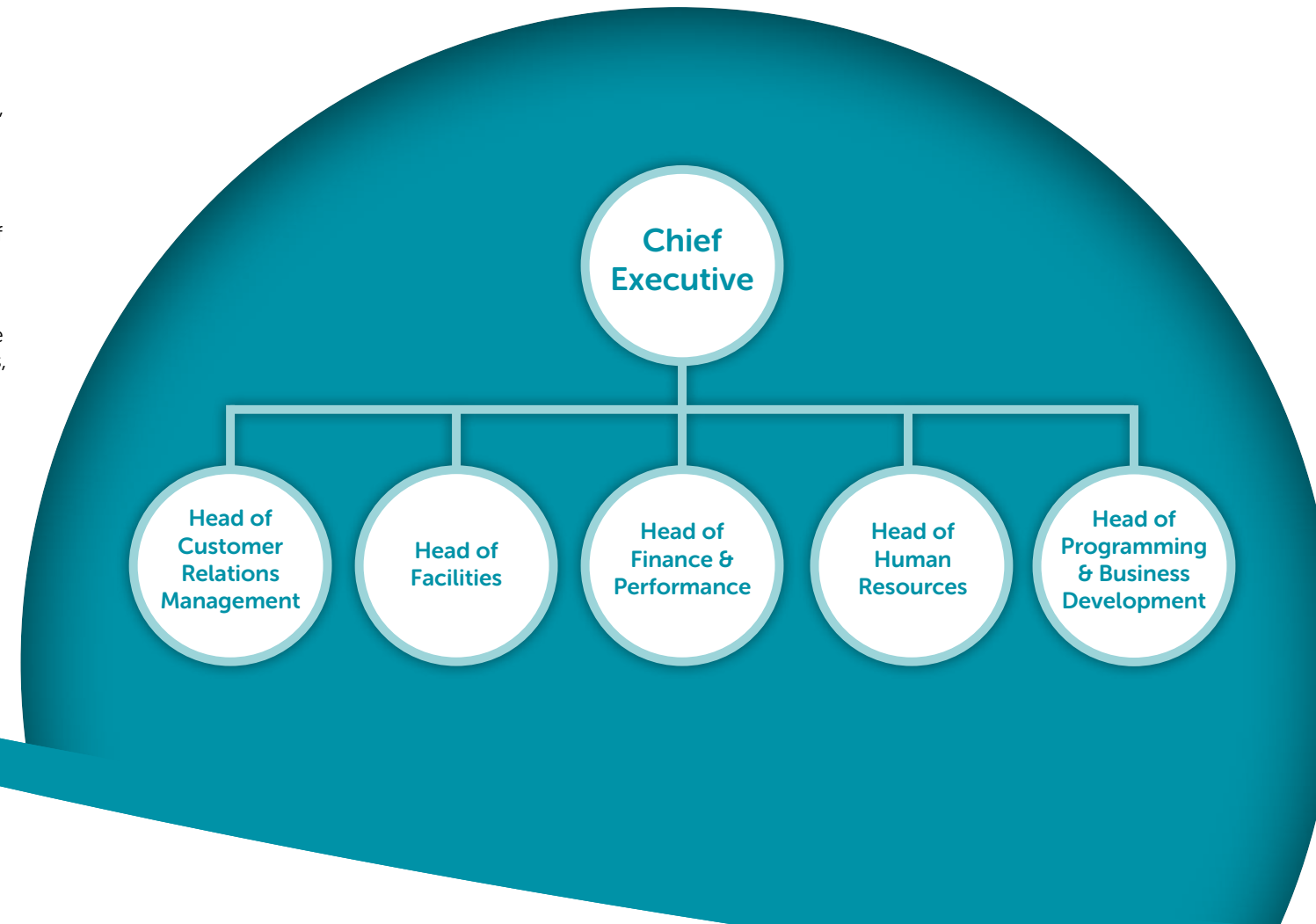
In terms of outreach, OCL works in various partnerships to deliver healthy exercise programmes in other venues within Oldham, and some of these are listed below:

- Residential homes
- Milltown to Moors race series, including the Sprint Triathlon, Oldham 10k and Half Marathon events

The Board are made up of a maximum of 16 members, the majority of which are from the Community, as well as 3 staff representatives, OCL's Chief Executive and 2 representatives from Oldham Council. The community members serving on the Board have a varied range of expertise and their attendance at meetings is on an unpaid, voluntary basis.

Many work in senior positions for key stakeholder organisations or have been appointed as Board members due to their particular background and skill-set.

The structure of OCL's Executive Management Team (EMT) is shown below, and these officers are responsible for the preparation and delivery of management information presented at each Board meeting.



## 2. PURPOSE OF THE POLICY

A governance review was commissioned in 2013 and rule changes were adopted at that time which improves the arrangements already in place, and the launch of this Shareholder Policy document is just one of the recommendations that have been adopted.

The aim of the policy is to communicate to stakeholders and those who wish to contribute to the running of the organisation how they can get involved and what are the commitments required.

There is an additional guidance document to assist Board members, once selected, on how meetings are conducted along with other information relevant to serving Board members.

## 3. SHAREHOLDERS

### 3.1 Reasons to Get Involved

OCL has been set up specifically to allow involvement from staff and community members in the strategic management of the organisation. It is the major leisure provider in Oldham and serves all members of the community; almost everyone in Oldham has been served by the organisation at some point in their lives, or knows a friend or family member who uses the facilities managed by OCL.

Shareholders get the opportunity to attend General Meetings, speak at the meetings if they wish, and vote on key strategic decisions of the organisation; the principle of "one member, one vote" applies. Those shareholders who wish to get further involved can put themselves forward for a seat on the Board when they are advertised. Shareholders, by request, are eligible to receive minutes of Quarterly Board meetings which provide detailed information on performance and news about forthcoming developments. All shareholders will be sent a copy of the Stakeholder Newsletter which are circulated throughout the year to keep stakeholders updated on company news and performance information.

### 3.2 Shares & the Application Process

The cost of a share, once awarded, is £20. To apply for a share, requests must be made in writing via email to the company secretary at [hr@ocll.co.uk](mailto:hr@ocll.co.uk)

Shareholder requests are required to state their name, address, contact details and are encouraged to include relevant background information and details about why they wish to become a shareholder. OCL employees who apply are automatically approved and once received, all other applications will be presented by the Company Secretary at the next scheduled Board meeting for consideration and approval by the Board. All applicants are then notified of the Board decision and if successful, required to pay the non-refundable fee and the share certificate and copy of the company rules are then sent to them or made available for collection in person.

### 3.3 Obligations of a Shareholder

Shareholders are encouraged to attend as many of the General Meetings as possible and take an active interest in the operation and development of the Society and its business; typically there is an Annual General Meeting in the autumn each year, and occasionally, other General Meetings are called if shareholder approval is sought for any key strategic or constitutional matters. All shareholder meetings are notified on the Company Website and email notifications are sent to all shareholders in advance of the meeting.

Shareholders have a duty to respect the confidential nature of the business decisions of the Society.



### 3.4 Cessation of Shareholding

As stated in the company rules, a shareholder shall cease to be a shareholder immediately if they:

- Resign
- Are expelled
- Die
- Do not participate in or deliver written apologies in advance of two consecutive annual general meetings of the Society
- Being a board member - they cease to be a board member, including an employee director, however if an employee director is still an employee of the Society, he or she shall be entitled to continue to remain a shareholder of the Society

A member may be expelled for conduct prejudicial to the Society by the passing of an extraordinary resolution.

## 4. JOINING THE BOARD

### 4.1 Board Structure

**The OCL rules state that the composition of the Board shall be as follows:**

- (a) up to 3 Employee Directors;
- (b) up to 2 Co-opted Directors;
- (c) up to 2 Local Authority Directors;
- (d) a person appointed as a Director ex officio as holder of the office of Managing Director/Chief Executive;
- (e) up to 8 Community Directors.

There is a Chair who leads the meetings along with a Vice-chair who covers in the absence of the Chair.

### 4.2 Competencies

Community and Co-opted members of the Board come from a variety of backgrounds and each has a variety of skill-sets which they can apply in their contributions to Board meetings, as well as supporting the Executive Management Team outside of the Board meetings.

The competencies are varied, but all these individuals bring qualities relevant to the governance and strategic direction of the company which is key. From time to time, as vacancies on the Board arise, a formal recruitment process will be undertaken and any specific professional competencies favoured at that time will be worked into the recruitment process.

### 4.3 Commitment

Board meetings take place quarterly in addition to the Annual General Meeting (and the occasional General Meeting which may be convened from time to time when an urgent vote is required of shareholders).

Meetings usually take place early evening and last around 2 hours; normally they commence shortly after 5pm and refreshments are usually served ahead of the meeting for the benefit of Board members who are coming straight from work.

The majority of Board papers are circulated by email in the week prior to the meeting taking place and Board members are expected to have familiarised themselves with the papers ahead of the meeting so that they may make informed contributions to any debate.

Whilst it is accepted that Board members may not be able to make every meeting due to other commitments, it is expected that absence from meetings is the exception rather than the norm; it is stated in the company rules that members will lose their place on the Board if absent from three consecutive meetings in any one rolling twelve month period without special leave of absence.

A Board Member may resign at any time, but must retire by rotation (one third of the most long-standing members annually), though any Board member may apply for re-election once retired in this way. There is a minimum term of three years which must take place before retirement by rotation can apply.

### 4.4 Selection Process

When a vacancy on the Board arises and the Board approve recruitment to that vacancy, a sub-committee will be delegated responsibility for the recruitment and selection process with the support of the Head of HR.

The vacancy will be advertised on the Company website as a minimum, and prospective applicants will be invited to apply in writing. Applicants will be assessed against the job description and person specification for the role and the successful candidate will be provisionally offered the post.

Appropriate checks and references may be pursued before the appointment is formally made in writing, subject to full approval at the next scheduled Board meeting.

### 4.5 Benefits

Although serving on the Board is done on a voluntary basis, membership on the Board is very rewarding as it provides individuals with a platform in which they can improve opportunities in their community by supporting the Company in developing and delivery of its strategy.

Board members are also provided with free parking and there is the option of a complimentary membership if they wish to use the facilities; feedback from visits as a customer is always welcomed by the Chief Executive as part of the company's drive towards continuous improvement.



## Oldham Community Leisure

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[www.oclactive.co.uk](http://www.oclactive.co.uk)

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