



# DEVON & SOMERSET FIRE & RESCUE AUTHORITY

**S.J. Sharman  
CLERK TO THE AUTHORITY**

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**To: The Chair and Members of the  
Shareholder Committee**

**(see below)**

**SERVICE HEADQUARTERS  
THE KNOWLE  
CLYST ST GEORGE  
EXETER  
DEVON  
EX3 0NW**

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Your ref :  
Our ref : DSFRA/SJS/SC  
Website : www.dsfire.gov.uk

Date : 3 May 2024  
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**SHAREHOLDER COMMITTEE**  
**(Devon & Somerset Fire & Rescue Authority)**

**Tuesday, 14th May, 2024**

A meeting of the Shareholder Committee will be held on the above date, **commencing at 2.00 pm in Conference Room A, Devon & Somerset Fire & Rescue Service Headquarters, Clyst St George, Exeter** to consider the following matters.

S.J. Sharman  
Clerk to the Authority

**A G E N D A**

***PLEASE REFER TO THE NOTES AT THE END OF THE AGENDA LISTING SHEETS***

**1 Apologies**

**2 Items Requiring Urgent Attention**

Items which, in the opinion of the Chair, should be considered at the meeting as matters of urgency.

**PART 1 - OPEN COMMITTEE**

**3 Terms of Reference for the Committee (Pages 1 - 2)**

The Authority approved Terms of Reference for the new Shareholder Committee on 16 February 2024, a copy of which is attached for reference.

## **PART 2 - ITEMS WHICH MAY BE CONSIDERED IN THE ABSENCE OF THE PRESS AND PUBLIC**

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

**RECOMMENDATION** that, in accordance with Section 100A(4) of the Local Government Act 1972, the press and public (with the exception of Officers of Red One Ltd. and the Authority appointed Non-Executive Directors of Red One Ltd.) be excluded from the meeting for the following items of business on the grounds that they involve the likely disclosure of exempt information as defined in the following Paragraph(s) of Part 1 of Schedule 12A (as amended) to the Act:

- Paragraph 1 (information relating to an individual);
- Paragraph 2 (information likely to reveal the identity of an individual);
- Paragraph 3 (information relating to the financial and business affairs of any particular person – including the authority holding that information); and
- Paragraph 5 (information in respect of which a claim to legal professional privilege could be maintained in legal proceedings);

### **5 Revised Articles of Association - Red One Ltd. (Pages 3 - 36)**

Report of the Clerk to the Authority (& Monitoring Officer) (SC/24/1) attached.

### **6 Red One Ltd. Financial Performance 2023-24: Quarter 4 and Year End (Pages 37 - 64)**

Report of the Co-Chief Executives & Finance Director of Red One Ltd. (SC/24/2) attached.

### **7 Red One Ltd. Draft Financial Accounts 2023-24 (Pages 65 - 74)**

The draft accounts for the 2023-24 financial year are submitted to the Committee **FOR INFORMATION** with the caveat that these accounts are in draft as they have not been audited as yet.

### **8 Reapportionment of Independent Non-Executive Chair of the Board of Red One Ltd. (Pages 75 - 80)**

Report of the Clerk to the Authority (& Monitoring Officer) (SC/24/3) attached.

## **MEMBERS ARE REQUESTED TO SIGN THE ATTENDANCE REGISTER**

Membership:-

Councillors Cook-Woodman (Chair), Peart (Vice-Chair), Biederman, Coles, Hendy, Slade, Sully, Ellis and Phillips

## NOTES

### 1. **Access to Information**

Any person wishing to inspect any minutes, reports or lists of background papers relating to any item on this agenda should contact the person listed in the “Please ask for” section at the top of this agenda.

### 2. **Reporting of Meetings**

Any person attending a meeting may report (film, photograph or make an audio recording) on any part of the meeting which is open to the public – unless there is good reason not to do so, as directed by the Chair - and use any communication method, including the internet and social media (Facebook, Twitter etc.), to publish, post or otherwise share the report. The Authority accepts no liability for the content or accuracy of any such report, which should not be construed as representing the official, Authority record of the meeting. Similarly, any views expressed in such reports should not be interpreted as representing the views of the Authority.

Flash photography is not permitted and any filming must be done as unobtrusively as possible from a single fixed position without the use of any additional lighting; focusing only on those actively participating in the meeting and having regard also to the wishes of any member of the public present who may not wish to be filmed. As a matter of courtesy, anyone wishing to film proceedings is asked to advise the Chair or the Democratic Services Officer in attendance so that all those present may be made aware that is happening.

### 3. **Declarations of Interests at meetings (Authority Members only)**

If you are present at a meeting and you are aware that you have either a disclosable pecuniary interest, personal interest or non-registerable interest in any matter being considered or to be considered at the meeting then, unless you have a current and relevant dispensation in relation to the matter, you must:

- (i) disclose at that meeting, by no later than commencement of consideration of the item in which you have the interest or, if later, the time at which the interest becomes apparent to you, the existence of and – for anything other than a “sensitive” interest – the nature of that interest; and then
- (ii) withdraw from the room or chamber during consideration of the item in which you have the relevant interest.

If the interest is sensitive (as agreed with the Monitoring Officer), you need not disclose the nature of the interest but merely that you have an interest of a sensitive nature. You must still follow (i) and (ii) above.

Where a dispensation has been granted to you either by the Authority or its Monitoring Officer in relation to any relevant interest, then you must act in accordance with any terms and conditions associated with that dispensation.

Where you declare at a meeting a disclosable pecuniary or personal interest that you have not previously included in your Register of Interests then you must, within 28 days of the date of the meeting at which the declaration was made, ensure that your Register is updated to include details of the interest so declared.

	<b>NOTES (Continued)</b>
<b>4.</b>	<p><b><u>Part 2 Reports</u></b></p> <p>Members are reminded that any Part 2 reports as circulated with the agenda for this meeting contain exempt information and should therefore be treated accordingly. They should not be disclosed or passed on to any other person(s). Members are also reminded of the need to dispose of such reports carefully and are therefore invited to return them to the Committee Secretary at the conclusion of the meeting for disposal.</p>
<b>5.</b>	<p><b><u>Substitute Members (Committee Meetings only)</u></b></p> <p>Members are reminded that, in accordance with Standing Orders, the Clerk (or his representative) must be advised of any substitution prior to the start of the meeting. Members are also reminded that substitutions are not permitted for full Authority meetings.</p>
<b>6.</b>	<p><b><u>Other Attendance at Committees )</u></b></p> <p>Any Authority Member wishing to attend, in accordance with Standing Orders, a meeting of a Committee of which they are not a Member should contact the Democratic Services Officer (see "please ask for" on the front page of this agenda) in advance of the meeting.</p>

## **SHAREHOLDERS COMMITTEE (7 Members)**

### ***Advisory ONLY:***

1. review annual objectives and measures for evaluating performance proposed by ROL Board and provide feedback for ROL Board's consideration before final approval of annual objectives
2. provide feedback annually to the Board of ROL on their proposed executive and non-executive remuneration (including performance related pay and taxable benefits)
3. provide feedback on the rules for evaluating performance-related pay and make comments for consideration by the Board of Red One, before final approval of the annual objectives
4. consider and recommend the remuneration of the ROL independent non-executive Chair, following a recommendation from the ROL Board and their Remuneration Committee
5. to recommend a specified way forward pertaining to the ROL/DSFRS relationship which cannot be resolved through Officer engagement.
6. To recommend any proposed change to Red One Ltd. Articles of Association
7. to consider and submit a dividend distribution proposal to the Authority (as Shareholder).
8. to direct the Board of Directors of Red One Ltd. to take a desired course of action.
9. To consider all other matters reserved to the Shareholder (where not specified within the remit of another Committee) as detailed within Red One Ltd. Articles of Association and make a recommendation thereon to the Authority (as Shareholder); and

### ***Matters with Delegated Power to Act:***

10. Undertake financial and performance monitoring on a quarterly basis;
11. Review the annual performance review of the Chair of ROL undertaken by the Board of ROL and provide feedback to the Chair and/ or Board of ROL
12. Undertake quarterly engagement with Authority Members appointed as Directors to the Board of Red One Ltd.

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of the Local Government Act 1972.

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