



# 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 : 12 July 2024  
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**SHAREHOLDER COMMITTEE**  
**(Devon & Somerset Fire & Rescue Authority)**

**Monday, 22nd July, 2024**

A meeting of the Shareholder Committee will be held on the above date,  
**commencing at 2.00 pm in Conference Room B, Fire Service Headquarters,  
The Knowle, 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 Minutes (Pages 1 - 2)**

of the previous meeting held on 14 May 2024 attached.

**3 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**

### **4 Forward Plan 2024-25 (Pages 3 - 8)**

Report of the Clerk to the Authority (& Monitoring Officer) (SC/24/4) attached.

### **5 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., Service appointed Directors and Authority appointed Non-Executive Directors on the Board 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) – agenda item 6;
- Paragraph 2 (information likely to reveal the identity of an individual) – agenda item 6;
- Paragraph 3 (information relating to the financial and business affairs of any particular person – including the authority holding that information) agenda items 6,7 and 8.
- Paragraph 5 (information in respect of which a claim to legal professional privilege could be maintained in legal proceedings) – agenda item 6.

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

### **6 Restricted Minutes of the Shareholder Committee held on 14 May 2024 (Pages 9 - 12)**

Restricted Minutes of the meeting held on 14 May 2024 attached.

### **7 Red One Ltd. Financial Performance 2024-25 (to 31 May 2024) (Pages 13 - 20)**

Report of the Finance Director and Co-Chief Executives of Red One Ltd. (SC/24/5) attached.

### **8 Red One Ltd. Performance and Five Year Business Plan (Pages 21 - 36)**

Report of the Head of Finance (Treasurer) (SC/24/6) attached.

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

### **Membership:-**

Councillors Cook-Woodman (Chair), Biederman, Coles (Vice-Chair), Hendy, Peart, Randall-Johnson and Sully

## 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.

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|-----------|--|
|           | <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>   |

## SHAREHOLDER COMMITTEE

(Devon & Somerset Fire & Rescue Authority)

14 May 2024

### Present:

Councillors Cook-Woodman (Chair), Peart (Vice-Chair), Coles, Hendy, Kerley (Vice Sully) and Slade

### Apologies:

Councillor Biederman

\* **SC/23/1**      **Terms of Reference for the Committee**

The Committee received for information the Terms of Reference as agreed by the Devon & Somerset Fire & Rescue Authority (Minute DSFRA/23/36 refers) for the new Shareholder Committee.

\* **SC/23/2**      **Exclusion of the Press and Public**

**RESOLVED** 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.) 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) – agenda item 8;
- Paragraph 2 (information likely to reveal the identity of an individual) – agenda item 8;
- Paragraph 3 (information relating to the financial and business affairs of any particular person – including the authority holding that information) - agenda items 5, 6 and 7; and
- Paragraph 5 (information in respect of which a claim to legal professional privilege could be maintained in legal proceedings) - agenda item 5,

**SC/23/3**      **Revised Articles of Association - Red One Ltd.**

An item taken in accordance with Section 100A(4) of the Local Government Act 1972 during which the press and public (with the exception of Officers of Red One Ltd.) were excluded from the meeting.

The Committee considered a report of the Clerk to the Authority (& Monitoring Officer) setting out proposed, revised Articles of Association (fourth edition) for Red One Ltd.

**RESOLVED** that the report and recommendations therein be approved.

\* **SC/23/4**      **Red One Ltd. Financial Performance 2023-24: Quarter 4 and Year End**

An item taken in accordance with Section 100A(4) of the Local Government Act 1972 during which the press and public (with the exception of Officers of Red One Ltd.) were excluded from the meeting.

The Committee received for information a report of the Co-Chief Executives of Red One Ltd. (SC/24/2) setting out the financial performance of Red One Ltd. in quarter 4 of the 2023-24 financial year together with the year end position.

\* **SC/23/5**      **Red One Ltd. Draft Financial Accounts 2023-24**

An item taken in accordance with Section 100A(4) of the Local Government Act 1972 during which the press and public (with the exception of Officers of Red One Ltd.) were excluded from the meeting.

The Committee received for information the draft, unaudited accounts for Red One Ltd. for the year ending 31 March 2024.

**SC/23/6**      **Appointment of Independent Non-Executive Chair of the Board of Red One Ltd.**

An item taken in accordance with Section 100A(4) of the Local Government Act 1972 during which the press and public (with the exception of Officers of Red One Ltd.) were excluded from the meeting.

The Committee considered a report of the Clerk to the Authority (& Monitoring Officer) (SC/23/3) in respect of the appointment of independent, non-executive director and Chair of the Board of Red One Ltd.

**RESOLVED**

- (a). that the Authority be recommended to approve option (b). as set out within report SC/23/3 in terms of the appointment of independent, non-executive director and Chair of the Board of Red One Ltd;
- (b). that recommendation (b). as set out within report SC/24/3 be approved.

**\*DENOTES DELEGATED MATTER WITH POWER TO ACT**

The Meeting started at 2.00 pm and finished at 3.10 pm

# Agenda Item 4

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|---|---|
| <b>REPORT REFERENCE NO.</b>                 | <b>SC/24/4</b>  |
| <b>MEETING</b>                              | <b>SHAREHOLDER COMMITTEE</b>  |
| <b>DATE OF MEETING</b>                      | <b>22 JULY 2024</b>   |
| <b>SUBJECT OF REPORT</b>                    | <b>FORWARD PLAN 2024-25</b>   |
| <b>LEAD OFFICER</b>                         | <b>Clerk to the Authority (&amp; Monitoring Officer)</b>  |
| <b>RECOMMENDATIONS</b>                      | <i>That, subject to any additions/amendments as may be indicated at the meeting, the Forward Plan for 2024-25, as appended to this report, be approved.</i>   |
| <b>EXECUTIVE SUMMARY</b>                    | <p>The appendix to this report sets out a Forward Plan for submission of items to meetings of this Committee during the 2024-25 municipal year.</p> <p>Since the inception of the Shareholder Committee in February 2024 (Minute DSFRA/23/36 refers) work has been undertaken, in conjunction with Red One Ltd., to formulate a way forward and this Forward Plan sets out proposals for a structured approach to provide the necessary oversight of the company at the strategic level.</p> <p>This Forward Plan is iterative and items can be added as appropriate during the course of the year should the need arise.</p> |
| <b>RESOURCE IMPLICATIONS</b>                | Nil.  |
| <b>EQUALITY RISKS AND BENEFITS ANALYSIS</b> | Not applicable.   |
| <b>APPENDICES</b>                           | A. Forward Plan 2024-25   |
| <b>BACKGROUND PAPERS</b>                    | <p>Report DSFRA/24/7 &amp; associated Minute DSFRA/23/36</p> <p>Report DSFRA/24/18 &amp; associated Minute DSFRA/24/4</p>   |

## 1. **INTRODUCTION**

1.1. The current Terms of Reference for this Committee provide that it has responsibility for:

### ***Advisory ONLY***

- To 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.
- To provide feedback annually to the Board of ROL on their proposed executive and non-executive remuneration (including performance related pay and taxable benefits).
- To 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.
- To consider and recommend the remuneration of the ROL independent non-executive Chair, following a recommendation from the ROL Board and their Remuneration Committee.
- To recommend a specified way forward pertaining to the ROL/DSFRS relationship which cannot be resolved through Officer engagement.
- To recommend any proposed change to Red One Ltd. Articles of Association.
- To consider and submit a dividend distribution proposal to the Authority (as Shareholder).
- To consider any Business Plan prepared by Red One Ltd. and make any recommendation as appropriate to the Authority.
- To direct the Board of Directors of Red One Ltd. to take a desired course of action.
- 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).

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

- To undertake financial and performance monitoring on a quarterly basis– (to be transferred from Resources Committee);
- To 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
- To undertake quarterly engagement with Authority Members appointed as Directors to the Board of Red One Ltd.



- 1.2. A Forward Plan, as included at Appendix A of this report, sets out proposed reporting arrangements in light of these Terms of Reference, albeit that it is still early days for the Committee and matters may arise in due course which the Committee considers should be addressed.

**SAMANTHA SHARMAN**  
**Clerk to the Authority (& Monitoring Officer).**

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**APPENDIX A TO REPORT SC/24/4**

**SHAREHOLDR COMMITTEE FORWARD PLAN 2024-25**

| <b>Date of Meeting</b>                      | <b>Deadline for reports</b> | <b>Agenda publication date</b>   | <b>Agenda items</b>   |
|---|-----------------------------|--|---|
| <b>Monday 22 July 2024, 14:00</b>           | 11 July 2024                | 12 July 2024   | Quarter 1 performance (April to June 2024*)   |
|   |                             |  | Red One Ltd. Business Plan 2025-26 and onwards  |
|   |                             |  | Remuneration of Independent, Non-Executive Directors (NEDs)                           |
|   |                             |  | Forward Plan 2024-25  |
| <b>Thursday 17 October 2024, 14:00hours</b> | 8 October 2024              | 9 October 2024   | Quarter 2 performance (July to September 2024*)                                       |
|   |                             |  | Report back on process for appraisal of Independent, Non-Executive Chair of the Board |
|   |                             |  | Initial dividend discussion   |
| <b>Tuesday 4 February 2024, 14:00hours</b>  | 24 January 2025             | 27 January 2025  | Quarter 3 performance (October to December 2024*)                                     |
|   |                             |  | Dividend & strategic returns policy   |
|   |                             |  | Initials remuneration proposals for NEDs 2025-26                                      |
| <b>Friday 25 April, 10:00hours</b>          | 15 April 2025               | 16 April 2025<br><i>(earlier due to the impact of the Easter public holidays 2025)</i> | Quarter 4 performance (January to March 2025*)  |
|   |                             |  | Declaration of Dividend   |
| <b>COUNTY COUNCIL ELECTIONS 1 MAY 2025</b>  |                             |  |   |

\* Please note that the deadlines for agenda publication may result in the reporting period for performance reports being adjusted from those stated above.

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