

<b>REPORT REFERENCE NO.</b>	<b>DSFRA/16/23</b>
<b>MEETING</b>	<b>DEVON &amp; SOMERSET FIRE &amp; RESCUE AUTHORITY</b>
<b>DATE OF MEETING</b>	<b>19 DECEMBER 2016</b>
<b>SUBJECT OF REPORT</b>	<b>AUTHORITY EXTRAORDINARY MEETING 31 OCTOBER 2016 – SUMMARY OF PROCEEDINGS DURING WHICH THE MEETING WAS NOT OPEN TO THE PRESS AND PUBLIC</b>
<b>LEAD OFFICER</b>	<b>Director of Corporate Services (Clerk to the Authority)</b>
<b>RECOMMENDATIONS</b>	<i>That the summary of the Extraordinary Meeting of the Authority held on 31 October 2016, produced in accordance with Section 100C(2) of the Local Government Act 1972 and as set out in Section 2 this report, be noted.</i>
<b>EXECUTIVE SUMMARY</b>	In accordance with the requirements of Section 100(C)(2) of the Local Government Act 1972, this report provides a written summary of the extraordinary meeting of the Authority held on 31 October 2016 for which the press and public were excluded from the meeting in accordance with the provisions of Section 100(A)(4) of the Act.
<b>RESOURCE IMPLICATIONS</b>	Nil.
<b>EQUALITY RISKS AND BENEFITS ANALYSIS (ERBA)</b>	The contents of this report are considered compatible with existing equalities and diversity legislation.
<b>APPENDICES</b>	Nil.
<b>LIST OF BACKGROUND PAPERS</b>	Nil.

## **1. LEGISLATIVE CONTEXT AND BACKGROUND**

- 1.1 Section 100A(4) of the Local Government Act 1972 (“the Act”) provides for the exclusion of the press and public from meetings during consideration of items when exempt information, as defined in Schedule 12A (as amended) of the Act, may be disclosed.
- 1.2 Section 100C of the Act requires:
- (a) minutes of meetings ***excluding so much of the minutes of proceedings during which the meeting was not open to the press and public which disclose exempt information*** to be available for public inspection for a minimum period of six years following the date of the meeting (Section 100(C)(a)); and
  - (b) the “proper officer” to produce a written summary of any part of a meeting where the press and public were excluded as exempt information might be disclosed setting out a reasonably fair and coherent record of that part of the meeting without disclosing the exempt information (Section 100(C)(2)).
- 1.3 The Authority’s approved Scheme of Delegations provides that the Clerk is the “proper officer” for the above section of the Act.
- 1.4 The Extraordinary Meeting of the Authority held on 31 October 2016 was conducted in accordance with Section 100A(4) of the Act with the press and public excluded as exempt information could be disclosed.
- 1.5 Part VI of Schedule 12 of the Act set out provisions relating to local authorities generally and apply to this Authority. This provides, amongst other things, for Minutes of meetings to be drafted and signed as a correct record at the next suitable meeting.
- 1.6 The Minutes of the Extraordinary Meeting held on 31 October 2016, produced for the purposes of Part VI of Schedule 12 of the Act contain exempt information and hence are included elsewhere on the agenda for this meeting, for signing as a correct record.
- 1.7 This report now sets out the written summary of the Extraordinary Meeting produced in accordance with Section 100(C)(2) of the Act.

## **2. WRITTEN SUMMARY OF EXTRAORDINARY MEETING OF THE AUTHORITY HELD ON 31 OCTOBER 2016**

- 2.1 The meeting was called by the Monitoring Officer in accordance with Standing Order 8(1)(c) following receipt of the following Motion submitted in accordance Standing Order 15 and signed by Councillors Bown, Dyke, Eastman, Edmunds and Greenslade:
- “that, pursuant to Article 19 of the Articles of Association of Red One Ltd, [Director A] be removed as a director of the Company by notice in writing to the Company and such removal shall take effect immediately on deposit of the notice”.
- 2.2 At its meeting on 30 September 2016, the Authority had considered a report on the outcome of a review of the governance arrangements for its commercial activities and as a result of this had made a number of decisions at that meeting (Minute DSFRA/29 refers). The Motion and extraordinary meeting at which it was to be considered had been prompted by clarification, obtained since the Authority meeting held on 30 September, on the Articles of Association for Red One Ltd. (the Company) and the process for removal of directors of the Company.

- 2.3 At the extraordinary meeting on 31 October 2016, the Authority considered both the clarification referred to at paragraph 2.2 above along with other issues relating to the composition of the Company. In doing so, the Authority took account of additional legal advice (as circulated at the meeting) sought by the Director of Corporate Services on behalf of the Authority and which covered a number of aspects of company law relating to removal of directors and potential associated employment issues.
- 2.4 The Authority was also cognisant of the contents of the governance review (as considered at its meeting on 30 September 2016) particularly in relation to the need to ensure both that Shareholder and Company aspirations and expectations were aligned and that any decisions taken in relation to the governance arrangements for Red One Ltd. should not be to the detriment of the operation of the company.
- 2.5 Following lengthy debate (the meeting commenced at 2.00pm and concluded at 3.20pm) encompassing all of the issues before it, the Authority resolved to confirm its earlier decision in relation to removal of Director A, but with immediate effect (given the clarification received on the ability, via the Articles of Association of the Company to do so). The Authority also resolved to implement a number of other structural changes to Red One Ltd. aimed at promoting closer alignment between the aspirations of the Shareholder and the Company and to promote its commercial effectiveness.
- 2.6 The above is considered to be a reasonably fair and coherent record of the proceedings of the extraordinary meeting of the Authority meeting held on 31 October 2016 which the Authority is now invited to note.

**MIKE PEARSON**

**Director of Corporate Services (Clerk to the Authority)**