

REPORT REFERENCE NO.	DSFRA/17/13
MEETING	DEVON & SOMERSET FIRE & RESCUE AUTHORITY (ORDINARY MEETING)
DATE OF MEETING	12 JUNE 2017
SUBJECT OF REPORT	AUTHORITY EXTRAORDINARY MEETING 4 APRIL 2017 – SUMMARY OF PROCEEDINGS DURING WHICH THE PRESS AND PUBLIC WERE EXCLUDED FROM THE MEETING
LEAD OFFICER	Director of Corporate Services (Clerk to the Authority)
RECOMMENDATIONS	<i>That the report be noted.</i>
EXECUTIVE SUMMARY	<p>On 4 April 2017, the Authority held an extraordinary meeting to consider a number of issues relating to the operating arrangements between the Authority and its trading arm, Red One Ltd. The meeting was also convened as an Extraordinary General Meeting of Red One Ltd., with the Authority present in its capacity as sole shareholder of Red One Ltd.</p> <p>In accordance with Section 100A(4) of the Local Government Act 1972 (“the Act”), the press and public were excluded from the extraordinary Authority meeting on the basis that exempt information might be disclosed.</p> <p>This report is now produced in accordance with Section 100C(2) of the Act to provide a reasonably fair and coherent summary of the proceedings of the extraordinary Authority meeting without disclosing the exempt information.</p>
RESOURCE IMPLICATIONS	Nil.
EQUALITY RISKS AND BENEFITS ANALYSIS (ERBA)	The contents of this report are considered compatible with existing equalities and human rights legislation.
APPENDICES	Nil.
LIST OF BACKGROUND PAPERS	Nil.

1. LEGISLATIVE CONTEXT

- 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 4 April 2017 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 4 April 2017, 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. REPORT OF EXTRAORDINARY MEETING HELD ON 4 APRIL 2017

- 2.1 At its budget setting meeting on 17 February 2017, the Authority had received reports from its appointed non-executive directors to the Board of Red One Ltd., (“the Company”) and the Acting Managing Director of the Company (Minute DSFRA/57 refers). The focus of these reports was an assessment undertaken by ESTP (a consultancy initially appointed by the Company to assist in identifying and progressing new business opportunities) on a range of issues relating to the operation of the company and its arrangements with the Authority.
- 2.2 The Authority had resolved on 17 February to commission a number of reports to examine further the issues raised by the initial assessment. The Extraordinary Meeting on 4 April was, as such, convened to consider the reports so commissioned.

- 2.3 Each of the documents considered at the Extraordinary Meeting on 4 April contained a number of recommendations aimed at clarifying and strengthening the operation of the Company and its arrangements with the Authority and improving knowledge, understanding and operation of relationships, management and roles both within the Company and between the Authority (as shareholder) and the Company. The recommendations as contained in the reports were duly approved by the Authority.
- 2.4 The Authority Extraordinary Meeting also considered a report of the Director of Corporate Services (DSFRA/17/9) to which was appended legal advice on the different legal incarnations for a company. This advice covered, amongst other things, the differences between companies limited by shares and by guarantee and private or community interest companies.
- 2.5 The advice had been commissioned in light of discussions held by the Board of Red One Ltd. (“the Company”) as to which model might be most appropriate to further its ambitions for growth while at the same time realising Authority aspirations to generate income from external sources that might be used to further the overall objectives of the Authority in terms of promoting community safety in its wider sense. These discussions, which had also been reflected by the Authority-appointed non-executive directors to the Company during their feedback report to the Authority budget meeting on 17 February 2017 (Minute DSFRA/57 refers), had raised the possibility of establishment of a community interest company.
- 2.6 In introducing the report, the Director of Corporate Services indicated that neither the report nor the legal advice represented a detailed options appraisal but rather were intended to provide sufficient information to enable the Authority to take, should it so wish, an “in principle” decision on establishment of a community interest company.
- 2.7 The meeting was then adjourned to enable an Extraordinary General Meeting of Red One Ltd. to take place. This meeting was attended by the Authority as sole shareholder in Red One Ltd. At the Extraordinary General Meeting of Red One Ltd. it was agreed to establish a Community Interest Company limited by guarantee.
- 2.8 On resumption of the Authority Extraordinary Meeting, it was subsequently resolved to hold a meeting of the General Purposes Committee to consider further issues raised both at the Extraordinary Authority meeting and at the Extraordinary General Meeting of Red One Ltd.
- 2.9 The above is considered to be a reasonably fair and coherent record of the proceedings of the extraordinary Authority meeting held on 4 April 2017 which the Authority is now invited to note.

MIKE PEARSON

Director of Corporate Services (Clerk to the Authority)