

## Red One Governance Arrangements – Overview of Actions and Progress to Date

Ref:	Action:	Source:	Source Ref:	Action Lead	Sub Ref:	Indicative Status
<b>Red One Board Composition Analysis</b>						
BC01	Undertake Board Composition Analysis	Cornwall Legal	e	First Flight		Complete
BC03	Appointment of Independent Non-Execs	Cornwall Legal	a	First Flight		14 Dec 17
BC13	Consider appointment to other roles e.g. FD; MD; Company Secretary	IoD Guidance		Red One		Once Ind NEDs appt'd
<b>Red One Governance Framework</b>						
GF01	<b>Good Governance Manual</b>	Elemental		Elemental	3.0	Complete
GF02	Role of Shareholder	IoD Guidance		Elemental	3.1	18 Dec 17
GF03	<b>Board of Directors Terms of Reference</b>	IoD Guidance		Elemental	3.1	Complete
GF04	<b>Committee Terms of Reference e.g. Audit; Nominations; and Remuneration.</b>	IoD Guidance		Elemental	3.1	Complete
GF05	<b>Directors Code of Conduct</b>	IoD Guidance		Elemental	3.2	Complete
GF06	Clarify Authority NEDs role and duties to the company	Cornwall Legal	b	Elemental	3.2	18 Dec 17
GF07	Declaration of interests	Cornwall Legal	l	Elemental	3.2	Complete
GF08	Conflicts of interests	Cornwall Legal	m	Elemental	3.2	Complete
GF09	Safeguarding confidential and commercial sensitive information	Cornwall Legal	o	Elemental	3.2	Complete
GF10	<b>Review Articles of Association</b>	Cornwall Legal		Elemental	2.0	18 Dec 17
GF11	Consider reserved matters within the Company's Articles of Association to provide the Authority with increased visibility of key strategic and operational activities of the Company.	Cornwall Legal	r	Elemental	2.1	18 Dec 17
GF12	Undertake a comprehensive review of the Company's Articles of Association to include any amendments to reflect changes to the governance arrangements, e.g. appointment of directors and quorum requirements	Cornwall Legal	i	Elemental	2.2	18 Dec 17
GF13	<b>Financial Management &amp; Controls (including expenses policy and delegated authority)</b>	Elemental		Elemental	3.3	Complete
GF14	<b>Internal Audit &amp; Compliance Policy</b>	Elemental		Elemental	3.4	Complete
GF15	<b>Whistleblowing Policy</b>	Elemental		Elemental	3.5	Complete
GF16	<b>Gift and Hospitality Policy</b>	Elemental		Elemental	3.6	Complete
GF17	<b>Risk Management (outline or risk management strategy)</b>	Elemental		Elemental	3.7	Once Ind NEDs appt'd
GF18	<b>Induction and appraisal for directors</b>	Elemental		Elemental	3.8	18 Dec 17

GF19	Training for all Directors on principles of good governance and application of the governance framework	Cornwall Legal	d	Elemental	4.1	18 Dec 17
GF20	Training for the Fire Authority around effective discharge of the shareholder function			Elemental	4.2	18 Dec 17
GF21	Prepare comprehensive letters of appointment for all Directors of the Board	Cornwall Legal	c	Red One		Complete
GF22	Put in place competition law compliance training and policies for directors and sales staff	Foot Anstey		Red One		Once Ind NEDs appt'd
GF23	Develop a vision for the Company that aligns with the Authority's priorities	Cornwall Legal	p	ROL Chair		Once Ind NEDs appt'd
GF24	Authority engagement with the Board of Directors to undertake a workshop to review reporting arrangements	Cornwall Legal	g	ROL Chair		Once Ind NEDs appt'd
GF25	Review remit of the Resources Committee to ensure it is clearly defined and understood	Cornwall Legal	q	Clerk		Once Ind NEDs appt'd
GF26	Ensure that General Meetings of the Company are used constructively to improve communication between the Board and the Authority	Cornwall Legal	s	ROL Chair		Once Ind NEDs appt'd
GF27	Establish positive communication between the authority and the independent chairman	Cornwall Legal	h	ROL Chair		Once Ind NEDs appt'd
GF28	Develop a process for the annual evaluation of Board performance and that of its Directors.	Cornwall Legal	f	ROL Chair		Once Ind NEDs appt'd