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Date: 25 July 2018  
Our Ref: NWFC/GMCA/FH  
Your Ref:

Gwynne Williams  
GMFRS Solicitor  
Greater Manchester Combined  
Authority  
146 Bolton Road  
Swinton  
Manchester M27 8US

Dear Gwynne,

I note that on the 9<sup>th</sup> May 2018 Greater Manchester Combined Authority (GMCA) disestablished its Fire Committee.

As you know, Regulation 45 of the Articles of Association, as amended at a general meeting of members on the 12<sup>th</sup> September 2017, allows GMCA to appoint two directors from the Fire Committee. Following the abolition of the Fire Committee those who were appointed as directors, Councillors David Acton and Steve Williams, were no longer eligible to hold office. As a consequence, the company has only six directors and GMCA is not represented on the Board.

I note your request that GMCA wishes officers to become directors of the company instead of elected members. The Mayor's office has identified the Treasurer, Richard Paver, and the Deputy Chief Executive, Andrew Lightfoot, as the officers it would wish to appoint. As you know this will not be possible without a further change to the Articles of Association. Any change to the Articles, of this kind, will require the unanimous consent of all four members of the company.

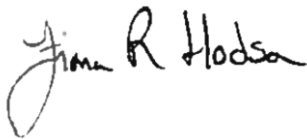
Your Authority's proposal will need to be considered at a general meeting. The members will need to consider their position and decide whether or not to support this significant change to the composition of the Board. When the company was formed, a decision was made that the directors would be elected members. This arrangement had similarities to the decision-making arrangements of the Fire Authority members, i.e. elected members would be advised by officers. Your Authority's proposal feels like a fundamental change, having a mix of officers and members as directors will affect the balance and I wonder whether the officers will find themselves in conflicting roles (given that their first responsibility is to the company when acting as a director). For these reasons it is possible that your Authority's proposal may not have the support of all members. However, to enable the members to properly consider your Authority's proposal you are asked to provide a document which explains the rationale for the proposed change. The document should explain: why officers are to replace elected members; how officers would deal with conflicts of interest; and why the Mayor is suggesting these specific officer roles. Please include any other information which you believe that the members should

consider.

The next Board of Directors meeting is on the 18<sup>th</sup> September. I hope to convene a general meeting before this date. If I am to achieve this I will need to receive your document soon and no later than 8<sup>th</sup> August 2018.

Finally, Regulation 45 of the Articles states that the person appointed as Chair of the Fire Committee of GMCA shall be the authorised representative of GMCA who is entitled to attend, speak and vote on its behalf at general meetings of the company. Please can you confirm who is authorised to attend the general meeting to represent GMCA?

Yours sincerely,



Fiona Hodson  
Company Secretary