



Milford Haven Port Authority

Milford Haven Port Annual Report & Accounts 2011



development investment performance conservation berths
 retail independent commercial deliver
 pembroke terminals Wales energy
 docks fishing opportunities conservation tonnes ferry competitive
 estates accountability embracing green engineering
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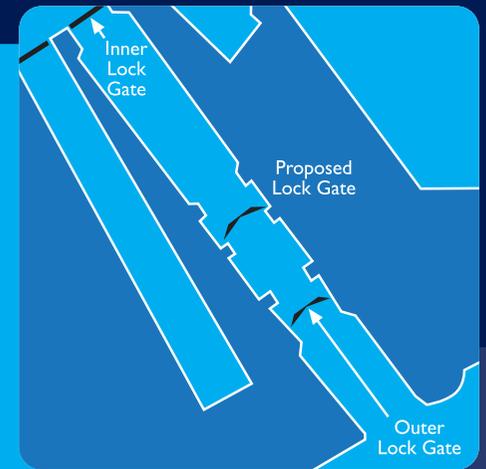


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2011 Highlights

Milford Marina celebrated its 20th Anniversary with the commencement of a £5m project to install an additional set of lock gates which will provide marina customers with 24/7 access. The development is part of Visit Wales' Coastal Tourism Project, part funded by the European Regional Development Fund through the Welsh Government, to encourage tourism along the Welsh coastline



A report by DTZ (2011) concluded that Milford Haven Port is well positioned to explore real opportunities provided by the renewable energy sector

The Port's first class facilities and deep water are enabling local engineering companies to operate in international markets whilst positioning the region to be a key player for the fabrication and servicing of the energy industry, and a centre for engineering excellence

Milford Haven Port's joint venture with The Green Electrician began the installation of over £1.25m of photovoltaic panels on Port and Port-tenanted buildings across Milford Docks and Pembroke Port including securing the contract for one of the largest integrated roof-top array in the UK on the roof of Phoenix Bowl, Milford Docks

An economic study commissioned by the Port and produced by Cardiff University found that the Milford Haven Waterway supports around 40% of the total local employment around the Port; providing around 4,000 highly skilled, well-paid jobs

The Waterway has attracted close to £3bn of inward investment over the past 5 years with the establishment of two LNG terminals, South Hook LNG and Dragon LNG; the 2GW RWE nPower gas-fired power station; and the investment made by National Grid plc to extend the pipeline infrastructure across Wales



The business continued to achieve a low incident rate in terms of injuries and pollutions





Group turnover and pre-tax profit for the year increased to £29.5m and £8.1m respectively

Chairman's Report

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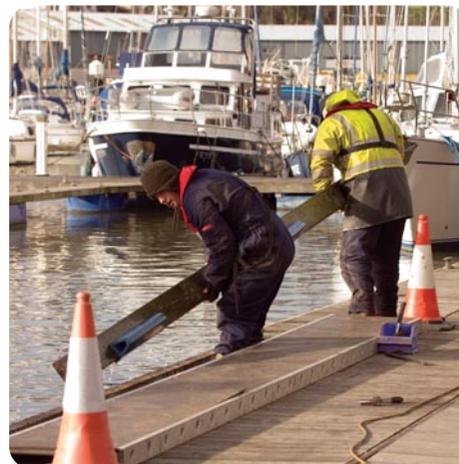
Chairman's Statement

Group turnover and pre-tax profit for the year increased to £29.5m (up 5.8%) and £8.1m (up 13.4%) respectively for 2011 compared with £27.8m and £7.1m in 2010. Costs continue to include substantial contributions to the MHPA pension fund under a long-term recovery plan, and these costs are expected to increase in respect of the Pilots National Pension Fund. The cost to MHPA of pension contributions in 2011 was £2.8m. The revaluation of assets last year increased the Group's annual depreciation charge by £0.6m.

Whilst these factors have affected reported pre-tax profit, the Group has achieved good underlying growth in the core business, with net operating profit (excluding joint venture) up 18.2% and operating cash flow up 68.9% compared to 2010. The Group's return on capital employed was 16.3% for the year.

2011 saw an increase in investment activity. The Group embarked on a substantial renewal of its marina infrastructure at Milford

Docks, including the announcement of a £5m investment to install an additional set of lock gates to speed up and extend the locking schedule. As a result of this investment, customers will benefit from twenty-four hour marina access and improved berthing facilities. This development is part of Visit Wales' Coastal Tourism Project, part funded by the European Regional Development



Fund through the Welsh Government, to encourage tourism along the Welsh coastline.

In line with a strategy which seeks to diversify and reduce dependence on petroleum based shipments, MHPA also formed a new joint venture with The Green Electrician Ltd to establish a green energy installation and consultancy business focused on South and West Wales.

There has been little progress during the year on the acquisition at an acceptable cost of any key sites suitable for new deep water developments.

Health Safety and the Environment

The business continued to achieve a low incident rate in terms of injuries and pollutions. The Group has a strong culture of planning for and implementing risk reduction measures across all its operations to ensure incidents and accidents are kept to a minimum. It has also been successful in

establishing a very open level of communication and engagement with all major users of the Port, particularly through the Level 1 Safety Committee which governs all marine operations. The integration of MHPA's Safety and Environmental Management Systems was undertaken in 2011 and the new system was subjected to external audit towards the end of the year. The audit recognised that safety performance in all parts of the operation was good; however it also identified procedural weaknesses, particularly on the commercial side of the business. Improvements in this area have been implemented and will continue to be a core focus for management action during 2012.

Port Marine Safety Code

With particular reference to marine operations, I confirm on behalf of the Board, which is the duty holder under the terms of the Port Marine Safety Code, our continued compliance with that code.



...almost 4,000 jobs in
Pembrokeshire are
directly dependent on
the existence of the Port
and the Waterway

Port Operations

It is a fundamental part of MHPA's strategy to develop and maintain a strong balance sheet, not least because there are considerable risks within the market place. Much of the Port's core revenues are derived from the energy industry, in particular oil refining, which itself is an industry that is facing a considerable number of challenges.

Following the completion of the sale of the Pembroke refinery from Chevron to Valero during the year, the outcome of the Murco sale process is now awaited. As an important customer, MHPA can be more confident about the future of this substantial local employer once its ownership has been confirmed.

As an independent organisation, MHPA can only reiterate how important it is that national and local governments do everything possible to remove the legislative barriers that make inward investment into UK manufacturing such a daunting prospect. MHPA is therefore strongly supportive of the proposed designation by the Welsh Government of the Milford Haven Waterway as an Enterprise Zone, which is expected to boost such inward investment.

The Board

The Board is undergoing some changes at the current time. During 2011, MHPA lodged a Harbour Revision Order to change the Milford Haven Port Authority Act 2002 to enable it to select its own non-executive directors rather than have them selected by the Department for

Transport. This is recommended in the Government policy document 'Modernising Trust Ports II'. Therefore MHPA recently advertised for new non-executive directors and has had a strong response. A number of current non-executives and new candidates will be interviewed shortly and selections made. It is a key objective of this process to have a board with the necessary skills and knowledge to govern and develop MHPA as one of the country's most important gateways for energy and trade, as well as home to a diverse marine-leisure sector and of great significance to the economy of Pembrokeshire.

Paddy Walsh's appointment as a non-executive board member recently reached the end of its term. Likewise, Richard Pugh retired as Finance Director of MHPA during the course of 2011 after 16 years' service and has been succeeded by a new executive appointment, Andy Jones. My thanks go to these two members for their wise counsel during their period as Members.

Community Engagement

MHPA continues to provide financial support to a wide range of community activities from local sports clubs to community festivals and events.

2011 saw some further development of community engagement. The Port held its first Annual Consultative Meeting in July which was well attended by a broad cross section of stakeholders. It was also attended by all Board Members and the Senior Management Team, providing a useful opportunity to meet and review the activities of the Port.



Professor Max Munday, from Cardiff University's Welsh Economy Research Unit presents Alec Don with the report: The Haven Economy, An Analysis of Economic Activity dependent on the Milford Haven Waterway

The Port Advisory Committee has been reinvigorated to include the provision of new online tools that help to facilitate more continuous interaction and enable views to be gathered and fed back into MHPA decision making in a timely manner.

The key output of the Port is the level of economic activity and employment sustained by its presence. In 2011 MHPA commissioned and has recently published a new economic report by Cardiff University on the employment and economic impact of the Port and the industries that are linked to it. This indicated that almost 4,000 jobs in Pembrokeshire are directly dependent on the existence of the Port and the Waterway, and for Wales as a whole the number is over 5,000. Indeed, a recent report by the UK Petroleum Industries Association highlighted that each refining job created seven jobs in the wider economy. This only serves to emphasise

the importance of supporting the continued development of the Port and the industries associated with it.

The Future

A number of circumstances are currently combining to lead MHPA to expect lower results in 2012. The challenging economic climate will not, however, deter Milford Haven Port from continuing to invest and develop commercial activities and profit streams that are less closely dependent on volatile and challenging downstream energy markets. In this respect, MHPA will continue to concentrate its planning and business development on those assets and businesses within its portfolio where it is believed that investment and effort will yield positive results.

Nothing can be achieved without the excellent commitment of staff, and I would like to thank each and every one for their dedication and efforts during 2011.

A handwritten signature in black ink that reads 'David Benson'.

David Benson



The Port saw a steady growth in 2011 with an increase in cargo throughput to 48.8 million tonnes, assisted by a very busy first quarter for gas



The longevity and importance of the Port is derived from the core fact that it is a fabulous natural deep-water harbour, and this will inevitably present significant opportunities in the future

Chief Executive's Review

Milford Haven Port had a cargo volume throughput of 48.8 million tonnes in 2011. Volumes were assisted by a very busy first quarter for gas due to the exceptionally cold weather experienced over the winter of 2010/2011. The Port, however, saw a considerable slowdown in gas volumes in the final quarter of the year due to a combination of factors including; maintenance work at Ras Laffan in Qatar; mild weather in the UK; and strong demand and pricing in Asia, partly as a consequence of the earthquake and subsequent Fukushima nuclear incident in March 2011.

With weather being the ultimate unpredictable factor, it is to be expected that the trading performance of the Group will have a higher degree of volatility from year to year going forward. Oil and petroleum product throughput was also ahead of previous years due to the higher production levels being achieved at Murco following their investment in refining capacity in 2010. Notwithstanding this positive

picture, the refining sector remains under threat in the UK. It is essential that the importance of this manufacturing sector is fully recognised by policymakers, and that more is done for the global operators engaged in this industry to make it easy to invest, easy to operate, and easy to employ. MHPA is therefore fully supportive of the proposed Milford Haven Waterway Enterprise Zone and looks forward to working with the Welsh Government and others to make it an effective reality.

Towards the end of 2011, The Green Electrician South Wales (TGESW), MHPA's joint venture with The Green Electrician, completed one of Wales' largest roof-top solar PV installation contracts. Having installed a large number of solar panels on MHPA owned buildings in Milford Haven and Pembroke Dock, the new venture also secured a contract to install Wales' largest integrated roof-top array on Phoenix Bowl in Milford Docks, bringing the total value to over £1.25m and a maximum output of 690kw.

Organisation

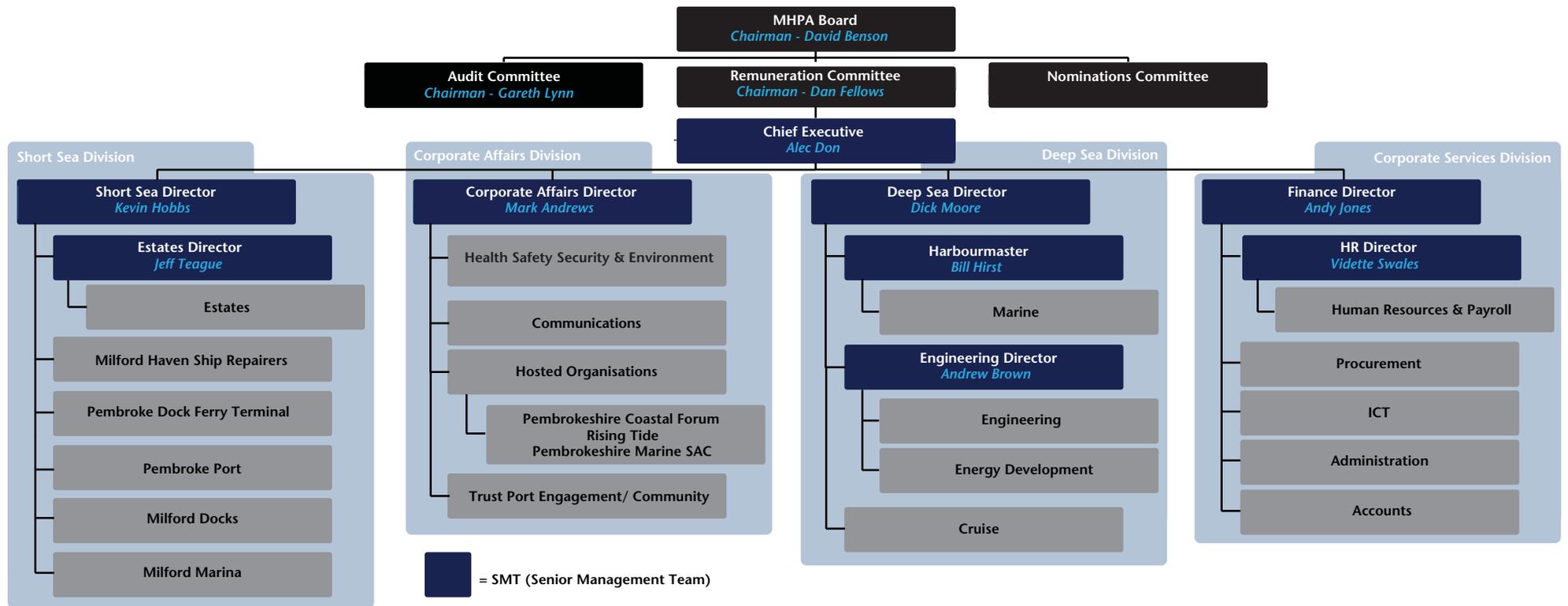
A number of long-serving senior members of staff have recently or will soon retire. Richard Pugh (Finance Director) and Alan Furlong (HSE Director), who both worked for the Port for 16 years, Mike Ashworth (Port Manager) for over 12 years, and Andrew Brown (Engineering Director; retiring in June this year) for over 21 years. The tenure of these valued colleagues has seen many changes and challenges in the Port and the contribution of their valued judgement and knowledge will be sorely missed. I hesitate to say that Andrew's moment in the limelight on Michael Portillo's 'Great British Railway Journeys' was a valedictory recognition of a lifetime of service, but the programme clearly recognised the great changes that have occurred in Milford Haven Port, from whaling (an early source of energy), to fishing, to oil, and more recently to gas.

The longevity and importance of the Port is derived from the core fact that it is a

fabulous natural deep-water harbour, and this will inevitably present significant opportunities in the future. These opportunities will not be realised however, without good people working together as a team to bring them about.

I have therefore implemented a reorganisation of the management team on the back of some key recruits.

Andy Jones joined MHPA earlier in the year as Finance Director. On 1 January 2012 Kevin Hobbs was appointed as Short Sea Director and Dick Moore, previously Marketing Director, was appointed Deep Sea Director. Mark Andrews, who had been Harbourmaster at Milford Haven Port since 1995 has relinquished that role to become Corporate Affairs Director, and Bill Hirst, his deputy for many years, has been appointed Harbourmaster. Jeff Teague, formally the Port's Property and Development Manager, has also been promoted to Estates Director. Finally, Scott Laurie will soon be joining



MHPA to succeed Andrew Brown as Engineering Director when he retires in June.

Reporting lines have been changed to create four principal divisions, consolidating the structural distinction between Short Sea and Deep Sea activities as set out in last year's annual report. The four principal areas can be described as follows:

Deep Sea Division: The marine operation principally about serving the five deep sea terminals based in the Port. Realisation of the commercial opportunities available to MHPA for any possible construction of new deep sea terminals will require close teamwork between the Deep Sea Director, the Harbourmaster and the Engineering Director.

Short Sea Division: All trading and development of the two terminals on the Haven which MHPA itself owns and operates - Milford Docks and Pembroke Port. The objective of this division is the generation of value at these two short sea terminals. The division is led by Kevin Hobbs, as Short Sea Director; and includes our Estates activity led by Jeff Teague. Operational activities managed by Kevin include the Ferry Terminal and all other activities at Pembroke Port, and fishing and marine-leisure at Milford Docks.

Corporate Affairs Division: The appointment of Mark Andrews, who remains one of the three executive members of the Board, as Corporate Affairs Director; is a significant

change for the Group. He will be directly responsible for developing stronger relations with non-trading stakeholders including government entities and local communities. The Health, Safety, Security and Environmental unit (HSSE) is placed within this division for two reasons: HSSE is the guardian of the integrity of MHPA's Safety and Environment Management System (SEMS) and needs to maintain its independence as a scrutineer of the HSSE performance of operational units; and MHPA is establishing a direct line of accountability for the HSSE performance of the Group to its stakeholders.

Corporate Services Division: All businesses depend on efficient internal services in

respect of Accounting, Human Resources, IT, Administration and Purchasing.

Deep Sea Port

The two oil refineries, Valero and Murco, continued to generate strong throughput volumes for the Port. It is the activity of refining, as well as the level of shipping activity, that generates employment and gross value added (GVA) for Pembrokeshire, with a substantial proportion of the finished product being re-exported globally. If one of these operations ceased refining and became only a storage terminal importing finished product refined elsewhere, the level of employment (currently around 4,000 jobs) and port



activity would greatly diminish. Therefore, Milford Haven Port adds its voice as strongly as possible to those stating that this sector is of the utmost importance to Wales and to Pembrokeshire. MHPA is firmly of the opinion that the significant development hurdles that have emerged as a result of complex regulation must be reversed.

LNG shipments were particularly strong in the early part of the year but are not expected to reach the same level in 2012. The new RWE nPower power station at Pembroke is expected to become fully operational during the course of this year, but it does not necessarily have to source its gas through Milford Haven Port. Nonetheless, we expect the switch-on of what is Europe's largest gas-fired power station to have a beneficial impact on Port throughputs over time.

MHPA welcomed six cruise ships to the Port during the year and is currently expecting eight in 2012, including a return call for the German liner 'Europa', one of the few five-star cruise vessels in the world. The feedback received from passengers and operators

throughout the year was consistently positive and appreciative. Milford Haven Port is a member of Cruise Wales, Cruise Britain and Cruise Europe and also participates in Celtic Wave, an EU-funded initiative covering six ports in Wales and Ireland aimed at further developing and promoting the cruise trade within the Irish Sea. During 2011, fifteen Green Badge tour guides and seven Taxi Ambassadors have been trained under the scheme which, together with a warm Port welcome, has further enhanced the shore-side experience for a growing number of cruise visitors to Pembrokeshire.

MHPA continues to invest in its marine operations. 2011 saw the completion of a dredging programme, and since a demand to handle larger, deeper draft ships is anticipated in the future, MHPA is studying the possibility of deepening the channel further. Procurement of two new pilot launches to replace the Portunus and the Hakin is also underway and the pilotage team has been enlarged with the recruitment of two new members.



There were around 7,500 ship movements into or out of the Port, just over 2,000 of which were assisted by one or more tugs. Milford Haven is Svitzer's largest operation in the UK and the service they provide is integral to the effective operation and competitiveness of the Port. MHPA works particularly closely with Svitzer and I would like to thank them for the service they provide to our mutual customers.

Short Sea Port

Pembroke Port and Ferry Terminal

2011 was the first full year of MHPA's new long term contract with Irish Ferries and the revenue MHPA earns from this is heavily linked to volume throughput. During the year, the throughput at the terminal was 61,000 freight units and 312,000 passengers, down 1.6 % and 4 % respectively on the previous year, reflecting the ongoing difficulties in the Irish economy and the excess capacity of the ferry services operating on the Irish Sea



generally. The new contract also necessitated some restructuring of operational costs at Pembroke Port.

The closure of the Swansea-Cork Fastnet service at the end of 2011 is expected to have a moderately beneficial impact on the Irish Ferries service which, together with the Stena service operating out of Fishguard, continues to deliver substantial benefits to the South Wales and Irish tourism economies, as well as providing highly cost effective twice daily services for commercial operators. At this stage in the cycle, the maintenance of existing and long established ferry services on the southern corridor serving Ireland is of the utmost importance.

Pembroke Port continued to play an important role in support of marine-engineering activities with a significant number of local employers serving the refining industry in the Haven using Port facilities to fulfil substantial engineering and fabrication contracts. MHPA also welcomed a new animal feed importer to this facility.

Milford Docks

The fishing industry had a busy year at Milford Docks, which continues as Wales' largest fishing port. A total of 4,169 tonnes of fish was landed at the Port during the course of the year, up from 3,935 tonnes in 2010, and a number of proposals to provide additional facilities in support of consolidating and deepening MHPA's involvement in this sector are being examined.

Milford Marina was promoted during the course of the year in partnership with Cardiff Marine Group. Earlier in the year MHPA commenced a refurbishment of the marina



pontoons and announced a £5m investment project - part funded by the European Regional Development Fund through the Welsh Government - to install a new intermediate set of lock gates within the barrel of the lock entrance. This project is currently being tendered and will be completed by the end of 2013. The new lock arrangement will reduce locking times and significantly increase and extend the programme of lockings, such that the maximum time to gain access or exit from Milford Docks should not exceed thirty minutes at any state of tide. This improved round the clock operation, combined with secure berthing and the attractive environment available within Milford Docks, will greatly enhance the overall customer experience.

During the summer season, visitor numbers to the Marina were up on the previous year and the current level of enquiries for berths is encouraging. The marine-leisure sector generally however, has been significantly impacted by the prevailing economic climate. Therefore it was pleasing that revenues for the year were stable.

Milford Haven Ship Repairers

Milford Haven Ship Repairers operates the dry dock at Milford Docks and two slipways at Pembroke Port, carrying out vessel repairs and other engineering and maintenance works for a wide range of customers. The business produced a loss in 2011 with ship owners and operators taking decisions to reduce or defer dry dockings, leading to very competitive conditions in the sector. During the first quarter of 2012 MHPA announced the

merger of Milford Haven Ship Repairers with Mustang Marine, to create a single integrated marine-engineering business operating out of Milford Haven's Dry Dock and the main slipways at Pembroke Port. The enlarged business of Mustang Marine (Wales) Limited is 50% owned by MHPA and 50% by its senior management and their families. The skill sets of the two businesses complement each other, and with the additional investment being put in by MHPA, the business expects to develop its high skill workforce to generate export-led growth as a successful boat building, and ship repair and refit business.

Quayside Estates

Within MHPA's property portfolio, occupancy was broadly sustained at 2010 levels. Land was acquired at London Road, Pembroke Dock and adjacent to the Port's existing estate at Milford Docks. Activity at the offices at Cedar Court, which are available to external users for conferences and meetings, grew moderately during the course of 2011. MHPA is developing a comprehensive long-term plan for the further development of Milford Docks to enhance its position within the Pembrokeshire economy as a centre for marine-leisure and fishing activity. More information will be provided during 2012.

Community Engagement

MHPA continued to provide substantive support for a number of organisations with charitable objectives, such as the Mission to Seafarers, Apostleship of the Sea, Sunderland Trust, Rising Tide, Celtic Wave, Pembrokeshire Coastal Forum, Pembrokeshire Marine



2011 scholarship winners Catrin Rees and Sian O'Doherty with Alec Don and the scholarship selection panel. Missing from the photo are scholarship winners Jennifer Hall and Anna Marjoram and panel member Colin Evans.

Special Area of Conservation, the Torch Theatre, Milford Museum and the Waterfront Gallery, as well as making over five hundred other smaller disbursements and donations to charitable organisations and community groups throughout Pembrokeshire. All such donations are agreed upon by an internal committee of employees from all levels within the organisation.

I am particularly keen to encourage staff to engage in fundraising activities. One MHPA



team raised over £8,000 for The Prince's Trust last summer by organising a variety of challenges and events.

MHPA also further developed its scholarship scheme to include summer placements at the Port which provided the winners with valuable insights into what makes Milford Haven tick as a commercial port. The students succeeded in impressing everyone with their enthusiasm and drive and I am delighted to say that MHPA will be repeating the scheme in the same format this coming year.

Outlook

2012 currently stands to be a less profitable year. The Port faces continuing challenges in terms of the deficits within its own pension fund, as well as the Pilots National Pension Fund. The current trend in terms of trade through the Port is providing ample demonstration, if ever it was needed, that although a substantial port in terms of volume, MHPA is in fact financially a relatively small organisation operating as an independent commercial business in direct competition in all its sectors, with multiple ports throughout the UK, Europe and beyond.

Despite this, cash generation has been reasonably strong over the last three years and I would like to thank staff for their hard work in 2011 which delivered a satisfactory trading result. This has provided MHPA with the ability to continue with investment plans and to approach these more challenging times with a sense of purpose.

Alec Don



The Green Electrician South Wales installed one of Wales' largest integrated roof-top arrays on Phoenix Bowl in Milford Docks



Achieving the highest standard possible on matters relating to health, safety, security and the environment continues to be MHPA's utmost priority

Health, Safety, Security and the Environment

Achieving the highest standard possible on matters relating to health, safety, security and the environment continues to be MHPA's utmost priority. The MHPA Act (1983) refers to specific requirements for the Port to:

- ▶ Prevent or reduce the discharge of oil, or the risk of discharge of oil, into the water
- ▶ Have regard to the desirability of preserving natural beauty, conserving flora and fauna and ensuring an easy passage for ascending salmon and sea trout

Milford Haven Port is part of a global distribution network that delivers wide economic and environmental benefits. Therefore, in addition to the requirements set out by the MHPA Act, the Port continuously seeks to minimise incidents that may cause disruption to its operations. MHPA also invests in systems and procedures that aim to eliminate risks and/or assist with its response to incidents should they occur.

Health and Safety

During the last year, eleven accidents were recorded but only one was a lost time accident (LTA), compared with two LTA's in 2010. All accidents are investigated and any lessons learned are shared with the individual concerned, their line manager and across the organisation through tool box talks. They are also reported to the bi-monthly Health and Safety Committee meetings which are normally chaired by the Chief Executive.

The target accident rate for 2011 was one LTA per one hundred employees. The actual rate was 0.48 - less than one third of the benchmark industry rate of 1.9. This result can be directly attributable to the level of awareness of health and safety amongst all staff. However, recognising the dangers of complacency, a number of initiatives have been introduced to keep safety at the forefront. For example, MHPA has introduced dynamic risk assessment cards



for use by all staff. These act as a prompt and reminder when considering any task - routine or otherwise. Monthly health and safety tours of each business area are undertaken by management and representatives from all levels within the organisation. Feedback forms are completed and any deficiencies are identified and targeted for rectification in a timely manner.

In 2011 MHPA began the amalgamation of its Safety Management System and Environmental Management System into a single, more efficient Safety and Environmental Management System (SEMS) which is internally and externally audited.

The outcome of the last external audit in December 2011 resulted in no non-conformances. A number of observations, mainly of procedural weaknesses in shore-side areas, were recorded and are being systematically addressed and reported back to the Senior Management Team, the Health and Safety Committee and the Board. The SEMS system sets out the roles and responsibilities of key staff, as well as a suite of management procedures and work instructions designed to standardise tasks and reduce risk. It is paper based and is currently being reviewed to ensure that it remains robust enough to manage the change in risk over time and fully reflects the recent organisational change.

Risk Register

The Risk Register identifies the risks that may affect the business and leads to the development of systems and procedures to control and reduce risk across the organisation.

The Port has produced a detailed register of risks using a traffic light system; a colour coded matrix that indicates at a glance, the areas that require attention. This is reported on at every meeting of the Board. In addition, a strategic risk category hierarchy has been developed to demonstrate to the Board that the major risks have been identified and appropriate control measures have been put in place and are actively being managed.

Port Marine Safety Code

The Port Marine Safety Code establishes the principle of a national standard for every aspect of port marine safety for those who work in or use port waters. The Code is primarily intended for the 'duty holder'. At Milford Haven this is the MHPA Board, who are individually and collectively accountable for continued compliance with the Code.

The principal requirements of the Code directs ports to conduct risk assessments, implement a formal safety management system, employ properly qualified marine personnel and ensure that sufficient powers and resources are provided to manage the harbour safely.

The Code requires the appointment of a 'designated person' to provide independent assurance to the duty holder; that the Safety Management System, through assessment and audit, is meeting the required standard. At Milford Haven, this role is currently filled by the Corporate Affairs Director, who attends and reports to board meetings and has direct line-reporting to both the Chairman and Chief Executive.

In March 2012 the Chairman, on behalf of

the duty holder, signed a letter to the Chief Executive of the Maritime and Coastguard Agency, confirming continued compliance with the Code.

Security

Security within the Port area is covered through the International Ship and Port Facility Security Code (ISPS) which requires terminals and other organisations to develop and maintain security plans that are approved by TRANSEC (linked to the Department for Transport). These plans are tested and reviewed on a regular basis.

Under the Port Security Regulations 2009, which implements the 'Enhancing Port Security Directive 2005', the Secretary of State can issue an order setting up a new body known as a Port Security Authority (PSA) for certain areas with port infrastructure. Milford Haven has been so identified and a Designation Order is currently being progressed through Parliament with completion anticipated by late autumn 2012. Once established, the PSA must conduct a Port Security Assessment and produce and maintain a Port Security Plan. Given that there are comprehensive and approved security plans already in place for facilities around the Haven, this process will include a review of those plans and is expected to be completed early in 2013.

Additionally, to enhance the Port's security, towards the end of 2011 MHPA began the installation of a new CCTV system across its estate. Designed to integrate with the Port's current equipment, the upgrade included the installation of additional high definition cameras and monitoring stations,

and two new automated entrance gates at Pembroke Port Gate 4.



Environment

Global warming is widely accepted to be a fact, but the cause continues to be the subject of more debate. However, there is real environmental benefit in using economies of scale to move goods in a more efficient manner. When considering life costs, one larger ship may well be better for the environment than two or three carrying equivalent quantities of cargo, requiring less energy and cost per tonne of cargo moved. It is therefore important to consider that an impact locally may actually provide a much wider net environmental benefit.

Protection of the environment is written into MHPA's constitution and is part of being a responsible port that customers can rely on. In 2011, as in previous years, the Ports Environmental Policy was reviewed. This is set out in full to the right:

Environmental Policy Statement

It is the policy of MILFORD HAVEN PORT AUTHORITY to ensure that our business practices protect the welfare of our employees and the communities in which we operate. This Environmental Policy is applicable to all MHPA employees and is also encouraged within our tenants, contractors and operations within the Port. It is based upon the principle of Best Available Technology Not Entailing Excessive Costs.

We will seek to attract and develop sustainable port operations and to minimise impacts on the environment. We will promote shipping as the mode to transport offering the least overall environmental impact and will operate the Port in accordance with procedures designed to prevent incidents that may cause environmental damage.

MILFORD HAVEN PORT AUTHORITY has adopted the following principles to implement our Environmental Policy for all its Marine and Commercial operations. This document is available to all interested parties.

- **To Endorse** the principles contained within the European Sea Ports Organisation's Environmental Code of Practice.
- **To Conserve** the natural environment of the Haven, continue to promote its sustainable use, and to protect it, particularly in respect of oil pollution.
- **To Respond** immediately to any environmental incident or threat within the Port by utilising appropriate personnel and equipment.
- **To Design** our management systems or equipment, to minimise our environmental impact especially the consumption of non-renewable resources, waste generation, pollution control and energy use.
- **To Monitor** and report on our environmental performance with the aim of achieving continuous improvement.
- **To Communicate** this policy to, and foster environmental responsibility amongst our staff; provide appropriate training and encourage initiatives to enhance and improve our environmental performance.

Environmental matters are kept at the forefront through the Port's Environmental Management Committee (EMC) which is attended by representatives of staff from every level and division across the business. The committee meets bi-monthly to discuss relevant issues such as environmental concerns, legislation and consultations, site inspections and Marine Works Licence applications.

The Port maintains a formal record of any environmental concerns or complaints received and how they are dealt with. Concern report forms are widely available and can also be accessed online at www.mhpa.co.uk/environmental-concern-reports

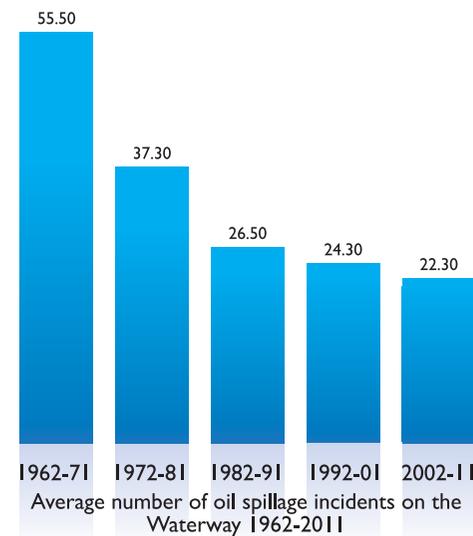
Since the beginning of 2011, health and safety site inspections have included an environmental component, with the Environmental Manager in attendance. Following each inspection, an observation and corrective action report is produced.

Following positive feedback from participation in the European ECOPORTS Foundation Self Diagnosis Methodology (SDM), which outlined the Port's environmental performance, the Port's Environmental Review System (PERS) was submitted to the ECOPORTS accreditation process in December 2011. MHPA has since been pleased to learn that it has achieved the standard set by ECOPORTS PERS v.4 and has received independent certification by Lloyds Register. MHPA is the fourth port in the UK to gain this accreditation.

MHPA has obligations under the Climate Change Act 2008 to report on adaptation to

climate change. The Port's Adaptation Report was submitted to DEFRA in March 2011 and together with other ports' submissions, was reviewed by Cranfield University before being published on DEFRA's website in October 2011.

MHPA has been gathering data for a number of years to better understand its sources of emissions and carbon footprint. This drive to produce carbon footprint data led the Port to implement a scheme using Environmental Champions from across the business to monitor its utilities consumption. Enhanced data-gathering methods have produced more accurate results on utilities usage enabling MHPA to identify areas for potential savings and achievable improvement targets.



Pollution

The deep sea operations recorded a total of four incidents resulting in a spillage of



fuel products, with the total volume of such spillages amounting to an estimated eighty three litres. The short sea operations recorded a total of seven pollutions, resulting in spillages amounting to thirty eight litres.

External Influences

MHPA regularly liaises with external organisations and groups on matters relating to the environment. This includes the Pembrokeshire Marine Special Area of Conservation Relevant Authorities Group (SACRAG); the Milford Haven Waterway Environmental Surveillance Group (MHWESG); the Wales Coastal Maritime Partnership, (WCMP), the Water Framework Directive (WFD) Liaison Panel; the Welsh Government: A Living Wales (Natural Environment Framework (NEF) and Single Environmental Body (SEB)) Reference Group and the British Ports' Association.

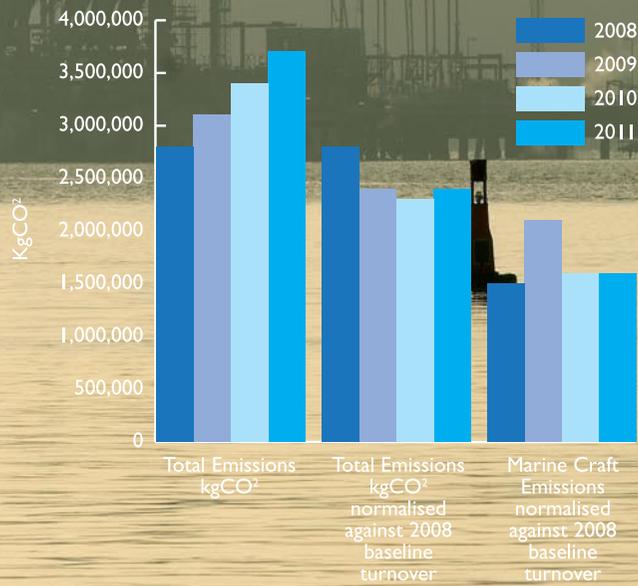
These linkages enable MHPA to keep abreast of, and have input into, the various legislative decisions that are made

concerning environmental standards, policies and procedures. Of particular note is the intention of the Welsh Government to revise and restructure the management of environmental matters throughout Wales by introducing a Natural Environment Framework. Within this sits a proposal to amalgamate the environmental regulatory, advisory and commercial bodies of the Environment Agency Wales, The Countryside Council for Wales and the Forestry Commission Wales into a Single Environmental Body. These wide reaching proposals are both open for consultation until May 2012. The indications suggest the marine licencing functions (Welsh Government Marine Consents Unit) would also be transferred on the establishment of the new, single body which has a target date anticipated to be April 2013.

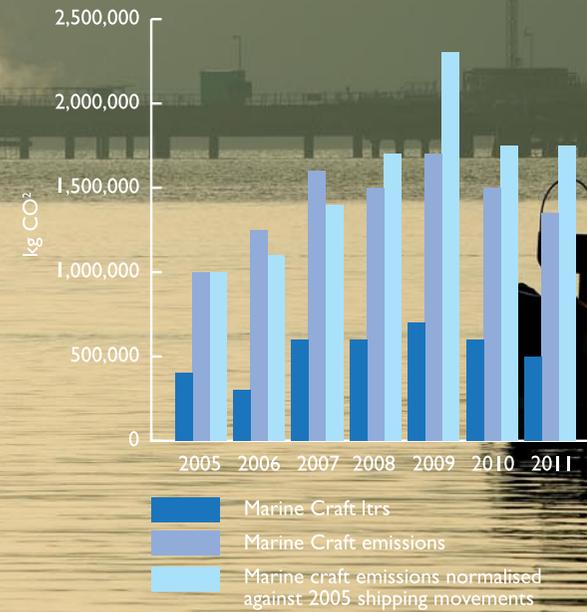
The Port is developing longer-term, more strategically managed maintenance dredging programmes. A Port Dredging Group has been set up where current and future anticipated maintenance dredging requirements are discussed and incorporated into an agreed maintenance dredging strategy document which provides a greater degree of business planning and security, and improved efficiency.

A comprehensive, stand-alone environmental impact report will be available in the next year.

MHPA Carbon Footprint 2008-2011



Marine Craft CO₂ Emissions



Milford Docks and Marina

2011 figures
 Fishing Vessels: 658
 Fish landed: 4,169 tonnes
 Marina Berths: 328
 Marina accreditations: 4 Gold Anchors
 (Yacht Harbour Association)

Milford Docks

Jetty	Quay Length	Max. LOA	Depth
H Wall	70m	70m/19m	4.5m*
I Wall	70m	25m	2.5m*
J Wall	200m	75m/19m	5.5m*
K Wall	150m	130m/19m	7.5m*

*when there is a 7.6m over cill 4.3m above CD

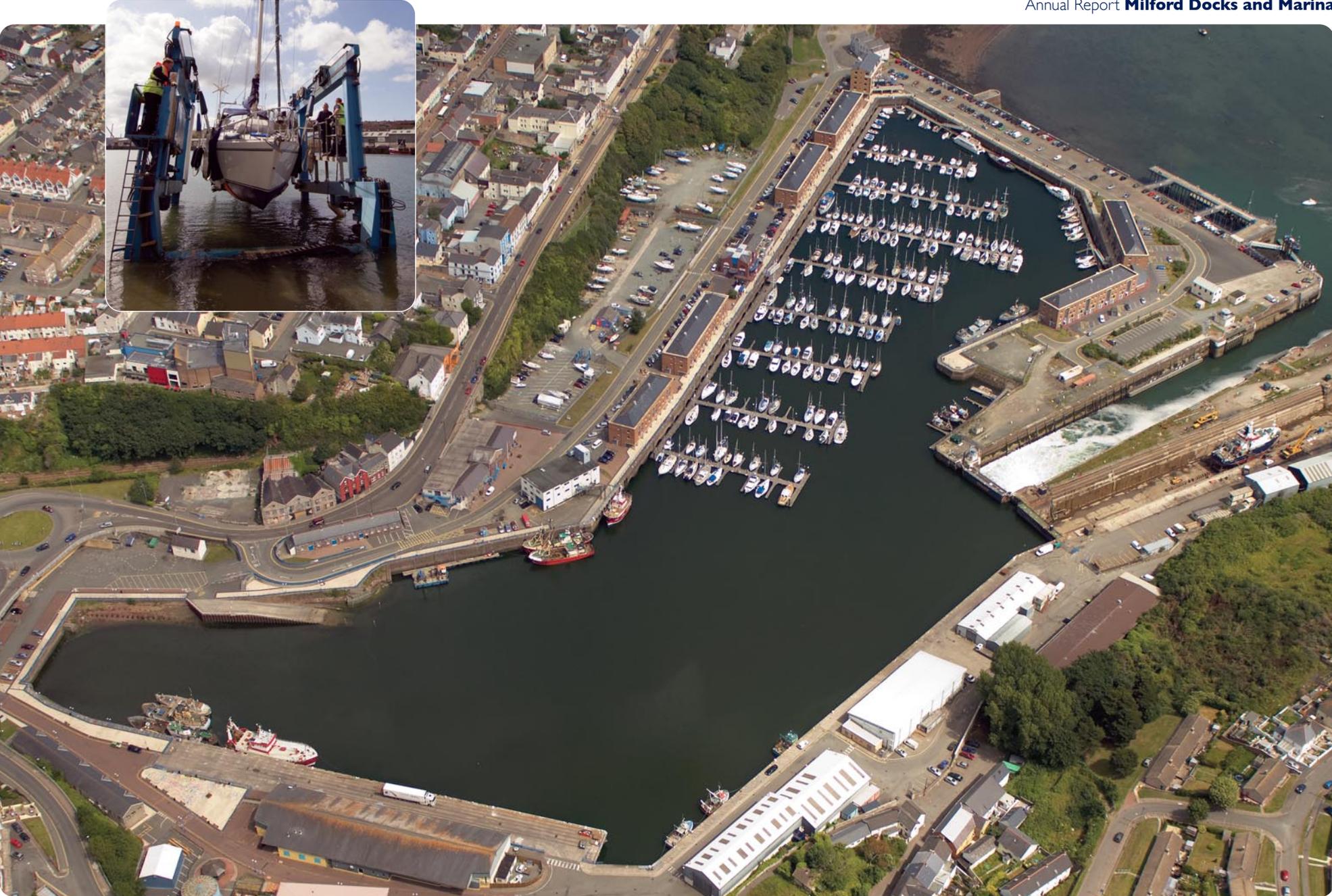
Milford Haven Ship Repairers

Dry Dockings	21
Vessels Serviced	104 (alongside repairs)
Slippings	21

Dry Dock

Quay Length	Max. LOA	Depth
184m	120m (19m beam)	7.5m

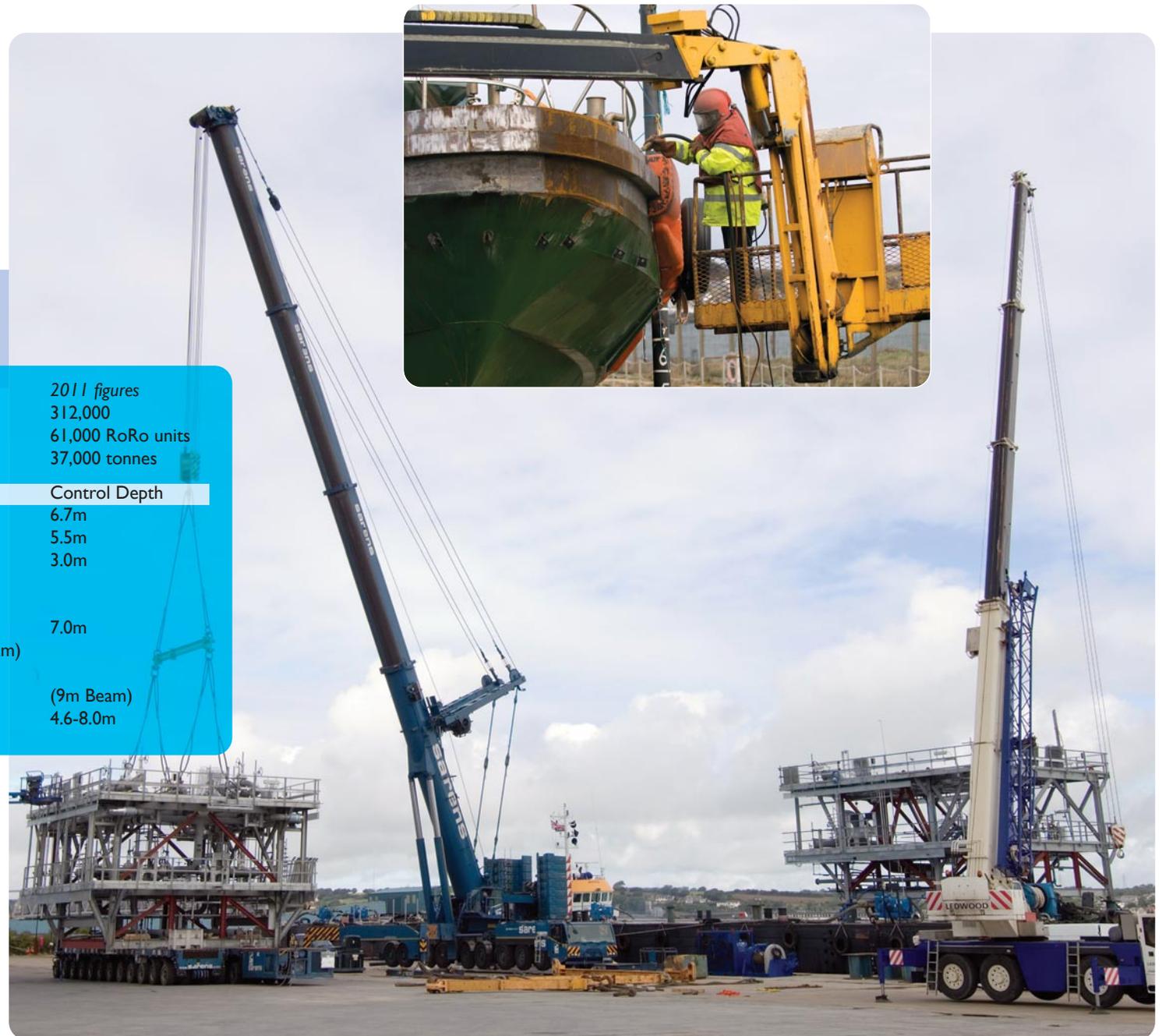




Pembroke Port

Ferry Passengers: 2011 figures
312,000
Ferry Freight: 61,000 RoRo units
Cargo handled at Pembroke Port (Quay 1): 37,000 tonnes

Jetty or quay	Quay Length	Max. LOA	Control Depth
GATE 1 Quay 1	180m	160m	6.7m
GATE 1 Quay 2	100m	55m	5.5m
GATE 1 Quay 3	60m	N/A	3.0m
GATES 2&3			
Pembroke Dock			
Ferry Terminal	190m	185m	7.0m
GATE 4 Slipway 1	78m	(18.5m Beam)	
GATE 4 Slipway 2 (cradle) SWL	150 tonnes	88m	(9m Beam)
GATE 4 Carr Jetty	2 berths	151m	4.6-8.0m





MHPA is required to survive by investing its cash and trading effectively like any other independent commercial entity

Trust Port



Milford Haven Port Authority is a Trust Port, a statutory entity that was brought into existence by a specific Act of Parliament - The Milford Haven Conservancy Act 1958. There have been subsequent Acts of Parliament to amend this original Act, with the result that the following Acts of Parliament essentially encompass the entire body of legislation and consolidate the various Acts that constitute Milford Haven Port Authority in its present form:

Milford Haven Conservancy Act 1983

Milford Haven Port Authority Act 1986

Milford Haven Port Authority Harbour Revision Order 2000

Milford Haven Port Authority Act 2002

Similar to the Memorandum and Articles of Association of a conventional trading company, these Acts are the constitution for Milford Haven Port Authority, defining what MHPA may or may not do, and how it

governs itself in terms of appointing its Board and conducting its affairs. The Acts confer certain powers on MHPA within the defined port limits, for example in relation to setting the rules for navigation, the power for directing vessels and powers of compulsory acquisition. It also confers duties such as the obligation to maintain, improve, protect and regulate navigation; and powers including the right to levy charges.

MHPA is therefore an independent statutory undertaking not owned by anybody. MHPA does not pay out any dividends to third parties, and nor does it receive direct budgetary support from government. It is required to survive by investing its cash and trading effectively like any other independent commercial entity, and it does this in competition with other UK and European ports, some of which are state owned, some of which are Trusts, and a significant number of which are owned by private shareholders.

There are over 120 trust ports in the UK but only a handful can be considered to be major ports like Milford Haven. In addition to the MHPA Acts, the Department for Transport has, over the years, developed a body of guidance for trust ports, the most recent iteration of which is entitled 'Modernising Trust Ports (Second Edition)', referred to as MTPII. This guidance, which does not have any legal force, nonetheless authoritatively sets out standards for governance, engagement with stakeholders and commercial operation of the port, with which all trust ports are expected broadly to comply. The obligation on MHPA, therefore, is first and foremost to comply with the MHPA Acts as a fundamental legal requirement, and secondly to operate so far as is reasonably practicable and relevant to the particular circumstances of Milford Haven, in accordance with the guidance set out in MTPII. These are all public documents and may be sourced either from the Department for Transport website

www.dft.gov.uk or from www.legislation.gov.uk

The MHPA Acts and MTPII collectively provide a sound basis for MHPA to identify its stakeholders and define how it should interact with them. They also provide a solid framework within which MHPA has determined its objectives and its strategy for achieving those objectives.

MHPA has a duty to
maintain, improve, protect
and regulate navigation

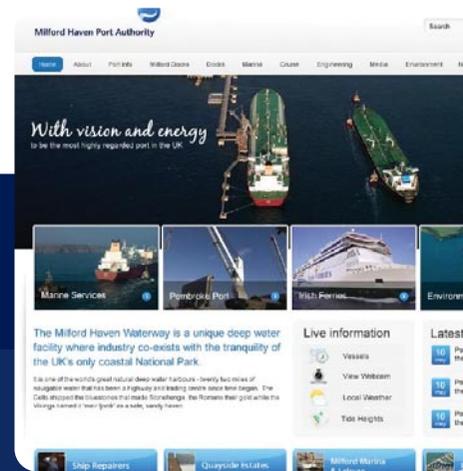


Stakeholder Engagement

MHPA is committed to continuous engagement with its stakeholders. The Port's stakeholders are anyone who uses or is connected to the Port, or whose livelihood and welfare may be dependent on or affected by the Port, and all bodies or individuals who may represent others in this context. This includes local communities, individuals and representative bodies throughout the country. Some stakeholders are, however, more intimately connected to and dependent on the Port than others and will naturally have the means to have a greater degree of influence, perhaps because they are a major customer, or because they have statutory responsibilities of their own.

We have identified our main stakeholders as follows:

Cadw
 Countryside Council for Wales
 Customers
 Department for Transport
 Dyfed-Powys Police
 Environment Agency
 Employees
 Leisure users of the Waterway
 Local associations
 Local MPs and AMs
 Local traders
 Maritime and Coastguard Agency
 Milford Harbour Users Association
 Milford Haven Town Council
 National Trust
 Network Rail
 Other professional users of the Waterway
 Pembroke Dock Town Council
 Pembrokeshire Coast National Park Authority
 Pembrokeshire County Council
 Mid & West Wales Fire & Rescue Service
 Pembrokeshire residents
 Ships Agents
 Suppliers
 The Crown Estate
 The fishing industry
 Tourists and visitors to Pembrokeshire
 Towage companies
 Voluntary Control Bodies
 Waterside residents
 Welsh Government



MHPA's general policy in relation to communication with its stakeholders is as follows:

- ▶ Through publications such as its Annual Report, its website and the media, MHPA shall communicate its objectives and plans in an open and transparent manner
- ▶ MHPA will seek to communicate proactively and regularly on a one-to-one basis with major stakeholders
- ▶ MHPA will rely on identified stakeholders and their associated elected representatives to present the views of those who would otherwise find it difficult to have an influence on MHPA decisions
- ▶ Senior MHPA members of staff and directors will make

themselves accessible to meet with individuals and representatives of other groups on any relevant issues

- ▶ Where issues or proposals arise which clearly affect particular stakeholders, MHPA will seek to form focus groups and may maintain such groups on a standing basis if necessary. Current examples include the Port Users Group for major customers and ships agents, and the Milford Haven Waterway Recreation Group, relating to leisure use of the Waterway

Advisory Committee

In accordance with its Act of Parliament, MHPA meets twice a year with representatives from groups of key stakeholders. This group of people is 'The Advisory Committee' and the meetings provide a forum for confidential discussion and interaction between MHPA and these stakeholders. The objectives of the Committee are to enable relevant statutory

authorities and users of the Port and the Waterway to meet and interact with each other and with MHPA, with the particular objective of focusing on the work of MHPA and the operation of the Waterway.

To promote further engagement, MHPA has also invested in the development of an online forum which enables members of this Committee to exchange views with each other and feed into MHPA decision making on a more regular basis.

Annual Consultative Meeting

An evident reflection of MHPA's commitment to stakeholder engagement was seen in 2011 with the introduction of the Port's first Annual Consultative Meeting. Held in July at the Cleddau Bridge Hotel, the meeting was open to the general public and gave an opportunity for MHPA to set out its objectives and receive valuable feedback. The meeting was attended by a wide variety of individuals, businesses and groups, and was an extremely useful opportunity for interaction between MHPA and attendees. Over three quarters of those present agreed or strongly agreed that they understood the benefit of Trust Ports, and almost all said the Port made a worthwhile contribution to the local economy. Half of those giving feedback said that ensuring the safety of the Waterway was the biggest single benefit the Port offered, but almost a quarter also said that attracting new business was a strong advantage. Two thirds said their questions had been answered and almost all said communication from the Port had



improved. This was especially pleasing as MHPA continuously makes every effort to communicate more regularly, using a variety of channels. Indeed, during 2011 MHPA established its presence on social media channels Facebook and Twitter, both of which have gained an increasing number of followers during the course of the year.

Anyone wishing to receive updates from Milford Haven Port can register to receive email updates on news, notices to mariners and job opportunities on the Port's website www.mhpa.co.uk or alternatively on social media:

 www.facebook.com/MilfordHavenWaterway

 [Twitter@mh_port](https://twitter.com/mh_port)

This year's Annual Consultative Meeting will again be held at the Cleddau Bridge Hotel on the 20th July from 2.30pm. Further details will be made available on the MHPA website and in the local press nearer the time.

MHPA is committed to continuous engagement with its stakeholders



“to deliver port infrastructure and services with Energy and Excellence”



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Milford Haven Port Objectives

The MHPA Acts and MTPII guidance collectively lay down the following parameters for directing the Port's business and activities:

- ▶ The Port should primarily operate on a commercial basis without distorting the market
- ▶ The Port may engage in any commercial activity subject to the proviso that the activity will provide economic, social, cultural or environmental benefits to all or some of the population of Pembrokeshire or any part of Pembrokeshire
- ▶ Public benefit should not be delivered in the form of the payment of dividends, but profits should be used to support the long term viability of the Port and where relevant, deliver public benefit by:
 - Investing in Port infrastructure with a longer term view than would normally be commercially acceptable

- Investing in Port infrastructure to a higher standard
- Investing in activities with a lower commercial return than would normally be acceptable but which has other benefits for stakeholders
- Providing employee packages, including training, above the market rate where this helps to build the local skills base
- Making charitable grants or donations of time
- Making other financial investments with social as well as economic returns

As an expression of this role, MHPA has adopted a vision “to deliver port infrastructure and services with Energy and Excellence”.

Consistent with this vision, MHPA's objectives are stated as follows:

- To ensure that the Port continues to operate to the highest standards of safety
- To consistently deliver environmental gains
- To deliver public benefit by being a successful independent commercial entity with a strong ability to finance investment
- To focus investment on the provision of port-related infrastructure and services, particularly where this also stimulates inward investment by other commercial organisations
- To promote the development of additional linkages to Milford Haven Port, including electricity cables and interconnectors, pipelines, and road and rail infrastructure
- To expand the range of commodities handled through the Port, and reduce the Port's and the region's dependence on petroleum products
- The primary objective is to ensure that Milford Haven Port continues to fulfil its role of being a key driver for economic activity and growth in Pembrokeshire

MHPA Strategy

Short Sea

The Port's Short Sea strategy is based on maximising the potential of its existing assets at Milford Docks and Pembroke Port. There is a clear direction for these two important port assets as set out below:

- ▶ To facilitate the development of Milford Docks into a vibrant centre for marine-leisure, retail and fishing
- ▶ To facilitate the development of Pembroke Port into a centre of excellence for marine-renewables, engineering and stevedoring services; including ferry operations
- ▶ To facilitate the effective and appropriate development of non port-related landholding

The timing of the delivery of these will depend on market conditions and the strength of the economy as a whole.

Deep Sea

The strategy for the Deep Sea Port can be summarised as follows:

- ▶ To work closely with existing infrastructure owners and operators to help them achieve increased asset utilisation, continued commercial growth and ongoing inward investment
- ▶ To introduce new deep-water trades to the Port of Milford Haven, based on the development of new general purpose deep-water berths
- ▶ To support the creation of additional linkages to Milford Haven Port



Board members are accountable for the delivery of safe port and harbour services



The Milford Haven Port Authority Board

The Milford Haven Port Authority Act 2002 provides for a board consisting of a non-executive Chairman, up to nine other non-executive members and up to three executive members (the Chief Executive and currently the Corporate Affairs Director and the Finance Director). At present, all non-executive appointments are made by the Secretary of State after a competitive selection process.

Each appointment is normally for a three year term, extendable for a further three years. The means of selection of members is in accordance with guidelines laid down by the Government for all trust ports and follows what are commonly termed 'Nolan principles'. The duties of a board member are akin to those of a director of a company. In particular, to be accountable for the proper exercise of the organisation's statutory functions, the identification and

setting of business policies, its delivery of port and harbour services, and to provide proper oversight and direction in relation to the safety of operations and the financial performance of all business activities.

The Board meets regularly, at least six times a year. Whilst the Board has not appointed a senior independent director as recommended by the Higgs report, the Vice Chairman is appointed by the Board itself to serve a similar purpose (provide sufficient challenge to the Chairman and act as a focus for the views of non-executive members to be fully taken into account). The non-executive members meet on a regular (but not frequent) basis without the executive members and on occasion without the Chairman, to review general workings of the Board.

A register of Members' interests is maintained including landholdings, shareholdings and other responsibilities and appointments, together with the

requirement to identify any issues that could be perceived as a conflict of interest. MHPA also maintains a hospitality register for all board members and managers. These are made available to auditors and are available for public inspection by contacting the Chief Executive.

The Board operates a number of committees to support its functions. These are described opposite. Copies of the terms of reference of board committees, the job descriptions of board members and the matters reserved for the Board are available on request from the Chief Executive.

The Executive

The Chief Executive and the Senior Management Team (SMT) are accountable to the Board for the implementation of board policy and the management of the business and affairs of MHPA. The SMT meet regularly as a group.

Attendance at Board meetings in 2011

	Board	Audit Committee	Remuneration Committee
Total number of meetings	7	3	3
John Allen-Mirehouse	6		
Mark Andrews	7		
David Benson	7		3
Fiona Birt-Llewelin	6	3	3
Alec Don	7	3	3
Dan Fellows	7		3
Anne Hughes	7		
Andy Jones	3	1	
Gareth Lynn	6	3	
Richard Pugh	4		
Ray Rankmore	7		3
Janet Reed	5	3	
Paddy Walsh	5		

Harbour Revision Order (HRO)

In accordance with guidance given in Modernising Trust Ports II (MTPII), MHPA has submitted a draft HRO setting out the revised procedures for the appointment of Board Members. Initially objections were received from the Royal Yachting Association, Pembrokeshire County Council and the Milford Haven Harbour Users Association. These have now been withdrawn following the introduction of certain modifications to the process which, whilst not strictly in accordance with MTPII, is nevertheless a reasonable compromise. With the objections removed, the HRO is likely to be given parliamentary approval by the third quarter of 2012.

In the meantime, the process for advertising and recruiting new board members from across the UK is currently underway. They

will be selected for their skills, experience and connections in the following areas: Vice Chairman, Energy, Shipping, Government relations, Finance, HR, Commercial and Marketing.

The objective of these changes is to have a board and executive with clear lines of responsibility, able to lead the organisation and carry forward the emerging investment plans of the Port.

The Audit Committee

The Audit Committee comprises three non-executive members of the Board with the Chief Executive and Finance Director in attendance.

Details of membership and participation in meetings are given in the table on the left.

Its terms of reference allow it to consider any matter relating to the financial affairs of MHPA and include the monitoring of financial reporting, accounting policies, matters relating to the auditors, the adequacy of MHPA's internal financial controls and at the request of the Board, to review and monitor MHPA's risk management systems.

The Remuneration Committee

The Remuneration Committee consists of not less than 3 non-executive Members including the Chairman and Vice Chairman with up to two other non-executive Members. The Chief Executive acts as Secretary to the Remuneration Committee.

Members are identified in the table on the left.

The primary duties of the Remuneration Committee are to determine the remuneration of the senior managers and the fees and emoluments of non-executive members and of non-executive directors of any subsidiary companies. No member of the committee takes part in the decision making process about his/her own remuneration or other benefits.

The Committee is also charged with ensuring that remuneration policies facilitate the employment and motivation of senior personnel on a best practice basis, and to ensure that levels of board remuneration and expenses claimed are detailed in the Annual Report.

The Committee is also able, at the request of the Board, to advise or act on its behalf in a senior management appointment and, at the request of the executive, as a wages and salaries committee, being the final referral body in pay and conditions negotiations.

Nominations Committee

The Nominations Committee will undertake a formal process of reviewing the balance and effectiveness of the Board, identifying the skills needed and those individuals who might best provide them. In particular the committee must assess the time commitments of board posts and ensure that the individual has sufficient available time to undertake them. It will meet as appropriate to consider whether or not non-executive members coming to the end of their term of office should be put forward for re-appointment.

Membership of the Committee is determined by the Board but will be made up of at least 3 members including the Chairman and Chief Executive.



David Benson Chairman

Taking on the role of Chairman during 2007, David Benson has brought to MHPA, a wealth of experience and expertise that spans many aspects of the global transportation industry. With particular knowledge of technical, marketing and operational facets of port, train and ferry services at multi-national levels, David's stewardship of MHPA is underpinned by a strong sense of commercial realism, together with an approachable management style.

David has held senior positions in a number of internationally recognised companies including Passenger Marketing Director for P&O Ferries Ltd, Chief Executive of the Venice-Simplon-Orient Express, Director of Virgin Atlantic Airways and Chairman of the Great North Eastern Railway. David was Senior Vice President Passenger Transportation for Sea Containers Ltd before he retired from full time employment in 2006. He also sits on the North European Advisory Committee of RINA, the Italian Classification Society.

As Chairman, David's role is focused on safe operations that achieve good financial results in order to provide economic and social benefits for the local stakeholders; also to provide funds for investment by the Port to reduce its dependence on petroleum trades and for maintaining the Port infrastructure to a high standard for current and future users.



Dan Fellows OBE, DL

Currently Vice Chairman of the Authority, Dan Fellows was appointed to the Board in 1997. He retired a few years ago as Branch Officer of the Transport & General Workers Union in West Wales and lives in Milford Haven.

He is founder and Chairman of the Investing in Pembrokeshire Society, Vice Chairman of Pembrokeshire College, a former Member of the Welsh Development Advisory Board, a Member of the Objective One Pembrokeshire Partnership Management Board, a Director of DFA Advisors Ltd and a Director of DFA International Alliance Ltd. In May 2008, Dan was elected as a County Councillor.

Dan is also Chairman of the Authority's Remuneration and Marine Committees and a Trustee of one of the organisation's Pension Schemes.



Fiona Birt-Llewellyn

As a senior HR professional with over 20 years experience at Board level, Fiona has brought significant experience to the Board, having joined in 2008.

Fiona is currently consultant to a legal search firm in London and was previously HR Director at Capital Consulting. Her career began in a recruitment consultancy in London during the 1980's. Fiona was quickly promoted to the Board, helping to develop the company into a plc, prior to its sale in 2000. She moved to global consultancy TMP Worldwide, taking on a number of consultancy assignments before joining the British Horseracing Board as Recruitment and Training Director in 2003.

Fiona is a member of the Authority's Audit and Remuneration committees and lives in Pembrokeshire.



Ray Rankmore

Ray Rankmore was appointed to the Authority's Board in December 2005. Having started his career as a marketing professional over 47 years ago, Ray has undertaken every role possible in marketing - from being a FMCG salesman to Group Marketing Director of a number of blue-chip multinationals.

Following his successful career in marketing, Ray made the transition into general management, but continued his key focus on business development. His experience covers a diverse variety of businesses both in the UK and overseas.

Companies for whom Ray has worked during his career include Kimberly Clark, The Marley Group, American Safety, Xerox, BT, The Thomas Cook Group, The Prestige Group, and Inchcape. Until recently Ray was Chairman of Bedford Hospital NHS Trust, but remains a member of the Authority's Remuneration Committee.



Gareth Lynn

Gareth is the founder of one of Wales' leading firms of independent accountants. Living in Cardiff, he is a Director at KTS Owens Thomas Limited, a firm of chartered accountants, auditors and business advisers based in the city.

He trained and qualified with Ernst & Young before setting up his own practice in 1990 with two colleagues. They have grown the firm over 20 years into one of Wales' leading independent accountancy and business advisory practices. He provides financial and commercial advice to a diverse range of private sector clients and works closely with a number of large public bodies in both Wales and England in respect of audit assurance and risk management.

Gareth joined the Authority's Board in July 2008 and is the Chairman of the Authority's Audit Committee.



Anne Hughes

Having been an elected Councillor of Milford Haven Town Council since 1991, including two periods of office as Mayor of the Town, County Councillor since 2002 and Chairman of Pembrokeshire County Council during 2009/10, Anne has a clear understanding of the local context in which the Authority operates.

Anne's close link with the Waterway goes back to her family connection and ties to its former fishing industry, which commenced with her great-grandfather and his five sons bringing the first steam trawler 'The Sybil' into Milford Haven's new docks.

Anne has now retired from a professional career spanning positions at both local government and health sectors, encompassing managerial and financial responsibility. Throughout her various roles, Anne has gained enormous respect from peers and colleagues for her ongoing community support and active guidance. As a member of various voluntary and community committees, Anne brings to the Board empathy and a detailed knowledge of how the Authority's commercial remits continue to interact with community groups across Pembrokeshire. Anne is from Milford Haven and continues to live in the town.



John Allen-Mirehouse

John Allen-Mirehouse is one of the two members appointed through a competitive selection process after consultation with Pembrokeshire County Council, for which he has been a Councillor for a number of years and is currently Deputy Leader.

He was re-appointed to the Port Authority Board in 2006 and lives in the village of Angle on the southern shores of the Haven, where he is honorary secretary for the Angle Lifeboat Station branch. John was High Sheriff for the County of Dyfed 1998/99, is a member of Pembrokeshire Coast National Park Authority and a Deputy Lieutenant for the County of Pembrokeshire.



Jan Reed OBE

In 2005, after 33 years, Jan Reed retired from the post of National Manager for Wales for British Gas. Previous appointments include Non-Executive Director of the Welsh Development Agency, Council Member and Chair of the Wales Confederation of British Industry and Board Member of Business in the Community.

Jan was awarded the OBE for services to Economic Development in Wales and is committed to aiding the growth and development of the Port, having become a member of the Board in September 2007. She is currently the Vice Chair of the Wales Committee of the BIG Lottery Fund and is a member of Milford Haven Port Authority's Audit Committee.



Senior Management Team





Alec Don
Chief Executive

Alec joined the Authority as Chief Executive in 2010.

His career spans both corporate

finance and substantial experience of leading major businesses in the port/infrastructure sector. On completing his degree, Alec went to work for merchant bank Robert Fleming handling flotations, takeovers, mergers and fundraisings. One transaction in the early 1990's was the Mersey Docks & Harbour Company's acquisition of the port of Sheerness. He made an impression and was asked to join MDHC as planning and strategy manager, moving swiftly to director of planning.

Following several years with the Mersey Docks and Harbour Company he was appointed as Chief Executive of the Maputo Port Development Company in Mozambique. As CEO of this newly formed company Alec led the organisation to complete concessioning of the Port in 2003. This led to a substantial reconstruction programme and the establishment of an independently owned and operated port, generating substantial volume growth and inward investment.

Returning to the UK in 2004 as Director of the Port of Liverpool he was responsible for one of the UK's most successful and diversified ports handling over 30 million tonnes of cargo per annum.

Alec is a trustee of the MHPA Pension Fund.



Andy Jones
Finance Director

Andy joined the Port as Finance Director in July 2011.

He qualified as a

Chartered Accountant with PricewaterhouseCoopers in Cardiff before continuing with the firm in Toronto, Canada. He came back to the UK to work in a Commercial Finance role for retailer Somerfield.

In 2000, he returned to Toronto when he was appointed as Finance Director for a division of S&P500-listed machinery and equipment manufacturing giant Manitowoc. He subsequently moved into an Operations Director role within their commercial cooking equipment business and worked closely with chefs, restaurant owners and food chains such as McDonalds. In 2007, Andy took over a Commercial Director role for the Canadian distribution business of Manitowoc, growing it by double digits each year.

In 2009, he started his own successful company focused on providing trusted advisory services to SME business owners. Andy has been involved in the Canadian Youth Business Foundation as a mentor to young entrepreneurs. He has also been a Board Member of the Canadian Hospitality Foundation focused on providing scholarships for young chefs and has also been a volunteer for the Children's Aid Foundation in Toronto, raising funds through his marathon running.



Dick Moore
Deep Sea Director

Dick was appointed as MHPA's Deep Sea Director in January 2012, having previously

been the Port's Marketing Director.

He began his career with Houlder Brothers of London and spent twelve years at sea voyaging throughout the Atlantic and Pacific Oceans, obtaining his Masters ticket in Australia in 1976.

On coming ashore, his first experience of port management was on a small new wharf in the Nigerian Port of Lagos. In 1981 he returned to Europe when he was appointed General Manager of Lovell's Wharf in London. Dick then progressed to play a leading role in the development of Port Sutton Bridge which quickly established itself as a popular east coast port for the North Sea and Baltic short-sea trades.

Dick has worked on a number of UK and international port development projects including the Humber Sea Terminal, Salalah (Oman), Xiamen (China) and Bahrain. From 2001 to 2009 he was Commercial Director at the Port of Maputo in Mozambique, where a fourfold increase in throughput was achieved within six years and the port was successfully re-established as one of East Africa's principal deep water gateways.



Kevin Hobbs
Short Sea Director

Kevin joined Milford Haven Port in January 2012 as Short Sea Director, bringing with him over

twenty years' experience in management within the ports, marine-logistics and shipping industry.

Having begun his career with Ready Mixed Concrete Group with particular responsibility for sea-dredged aggregates in South Wales, Kevin moved into ferry operations in 1991 when he joined Merchant Ferries as Operations Manager. During his time there he oversaw the development of a new RoRo terminal in Dublin and led over one hundred personnel across three separate terminals.

A few years later, in 1996, Kevin became the founding Director of SeaTruck Ferries Group; an Irish ferry service specialising in the movement of freight. As CEO and Managing Director, his vast and relevant experience in the shipping industry enabled him to guide this new company from start-up to its present profitable position incorporating over €400 million of investment and operating five ferries across the Irish sea.

Over the past three years Kevin has also provided consultancy and interim management services to clients such as Dublin Port Company, Peel Ports, Stena, Poole Harbour Commissioners, and Milford Haven Port Authority.



Mark Andrews

Corporate Affairs
Director

Mark began his career in the merchant navy where he served on a wide variety

of ships, but specialised in gas carriers. He came ashore in 1983 to work in the Ports Industry within Medway Ports' Vessel Traffic Service centre before returning afloat for a short time as a pilot for the Thames and Medway. In 1991 he came to work ashore again, first as assistant, and then Deputy Harbourmaster, at Medway Ports.

In 1995 he joined MHPA as Harbourmaster, managing the changes necessary following the Sea Empress incident in 1996, including contributions to the development of the national Port Marine Safety Code.

In January 2012, Mark relinquished his position as Harbourmaster and moved to the new role of Corporate Affairs Director where he is responsible for developing stronger relations with the Port's non-trading stakeholders, including government entities and local communities.

Previously, Mark has held the positions of president of the United Kingdom Harbourmasters Association and chairman of the British Ports Association Marine Committee.



Bill Hirst

Harbourmaster

Bill's career began as a Group Cadet for P&O in 1975 where he served on a variety of vessels including

general cargo, reefer, tanker and passenger. Progressing through the ranks, he gained his second mates certificate and went on to work for Safmarine where he gained experience on bulk and container ships and completed his Masters (Class 1) certificate.

In 1995 Bill came ashore to work as Port Control Officer at Orkney Department of Harbours Office in Scapa Flow. In 1999, having worked there for a number of years, he was promoted to Assistant Harbourmaster.

Bill relocated to Pembrokeshire in 2000 and joined Milford Haven Port Authority as Assistant Harbourmaster. In 2001 he was promoted to Deputy Harbourmaster where he provided continuity through the two risk assessments carried out in preparation for the arrival of Liquefied Natural Gas (LNG) and also led on the implementation of procedures for the handling of LNG at the Port.

In 2012 Bill was promoted to Harbourmaster.



Jeff Teague

Estates Director

Jeff joined MHPA as Development & Property Manager in 2002 and has headed up the Estates

Department ever since. He was initially recruited to set up a dedicated estates function, Quayside Estates, and manage an expanding development programme. Since then he has progressively improved the Port's property portfolio and achieved consistent growth in property letting.

He has over 30 years' experience in the construction industry in both private and public sectors, and holds a Master's Degree in Transportation Planning & Engineering. He is also a Member of the British Institute of Facilities Management.

Jeff joined the Senior Management Team in January 2012 when he was appointed Estates Director. The appointment reflects the importance of Jeff's new role in strategic planning for all land and property needs, maximising commercial returns from the Port's assets, and driving new development opportunities for Milford Haven Port.



Vidette Swales

HR Director

Vidette was appointed as MHPA's Human Resources Director in

January 2011. She joined MHPA in 2001 to provide a generalist HR service to the Authority. During her time in this role Vidette was instrumental in helping MHPA to achieve recognition as Investors in People organisation and continues to ensure this standard is retained.

Vidette is a Chartered Fellow of the Chartered Institute of Personnel and Development. Her career started in the private sector in HR/recruitment roles before moving to work as Personnel Officer for Pembrokeshire County Council.

As HR Director, Vidette is responsible for developing and implementing an annual agenda for HR which supports the overall business strategy.



Andrew Brown
Engineering
Director

Andrew's career started with British Rail in 1970 in the Chief Civil Engineers' Office,

Euston, gaining design and site experience through various BR departments. In 1976 he gained a BSc degree in Civil Engineering, and in 1979 joined Pynford Ltd as Structural Surveyor specialising in foundation engineering. As Technical Sales Manager, he was subsequently responsible for developing and marketing innovative structural repair technologies.

Following this, Andrew worked in the works departments of Preseli and South Pembrokeshire District Councils before joining the Authority as Port Engineer in 1990. He managed the Milford 2000 Dock Redevelopment project and was appointed as General Manager of The Milford Docks Company in 1991, and then as Group Development Manager; he project managed the extension and refurbishment of Pembroke Dock Ferry Terminal.

Following seven years as Managing Director of The Milford Docks Company, with responsibility for the Authority's commercial operations, Andrew was appointed to Engineering Director in 2005. Andrew is a member of the BPA Engineering Working Group.

Outside of the Authority he is a Governor of Pembrokeshire College and has recently become a trustee of the Pembroke Dock Sunderland Trust.



Report of the Board & Accounts 2011

Authority Members

Chairman D G Benson

Vice Chairman D Fellows

Members R Rankmore

J Allen-Mirehouse

A Hughes

J Reed

F Birt-Llewelin

G E Lynn

P Walsh (*retired March 2012*)

A J W D Don

Captain M C Andrews

A M Jones (*appointed July 2011*)

R L Pugh (*retired September 2011*)

Chief Executive A J W D Don

Harbourmaster Captain W C Hirst

Finance Director A M Jones (*appointed July 2011*)

The following is an extract from the full Report of the Board as included in the Statutory Financial Statements.

Authority Members' statement as to disclosure of information to auditors

The Authority's members confirm that so far as they are aware, there is no relevant audit information of which the Authority's auditors are unaware. They have taken all the steps that they ought to have taken as Authority members in order to make themselves aware of any relevant audit information and to establish that the Authority's auditors are aware of that information.

Statement of Authority Members' Responsibilities

The Authority's members are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice.

Current law requires the Authority's members to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Authority and of the profit or loss of the Authority for that period. In preparing those financial statements, the Authority's members are required to:

- a) select suitable accounting policies and then apply them consistently;
- b) make judgements and estimates that are reasonable and prudent;
- c) follow applicable accounting standards, subject to any material departures

disclosed and explained in the financial statements;

- d) prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Authority will continue in business.

The Authority's members are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Authority and to enable them to ensure that the financial statements comply with the Harbours Act 1964 as amended by the Transport Act 1981.

They are also responsible for safeguarding the assets of the Authority and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Authority's members are responsible for the maintenance and integrity of the corporate and financial information included on the Authority's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

D G Benson

Chairman

30th March 2012

Independent Auditors' Report

Independent Auditors' Report to the Members on Milford Haven Port Authority

We have audited the Milford Haven Port Authority (Group) financial statements for the year ended 31st December 2011 which comprise profit and loss accounts, balance sheets, statements of total recognised gains and losses, a cash flow statement and the related notes, which have been prepared under the historical cost convention, and the accounting policies set out in note 1. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Respective Responsibilities Of Authority Members And Auditors

The Authority members' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Principles) are set out in the Statement of Authority Members' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). This report, including the opinion, has been prepared only for the Authority's members as a body and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose

hands it may come save where expressly agreed by our prior consent in writing.

We report to you our opinion, as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Harbours Act 1964 as amended by the Transport Act 1981. We also report to you if, in our opinion, the Report of the Board is consistent with the financial statements, if the Authority has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding Authority members' remuneration and transactions with the Authority is not disclosed.

We read other information contained in the Annual Report, and consider whether it is consistent with the audited financial statements. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements.

Basis Of Opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the Authority members in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Group's and Authority's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements

- give a true and fair view in accordance with United Kingdom Generally Accepted Accounting Practice of the state of the Group's and the Authority's affairs as at 31st December 2011 and of the Group's and the Authority's profit for the year then ended;
- have been properly prepared in accordance with the Harbours Act 1964, as amended by the Transport Act 1981 and;
- are consistent with the information in the Annual Report for the year ended 31st December 2011.

Llewelyn Davies

Chartered Accountants
Registered Auditors
Bank House
Narberth

30th March 2012

Profit and Loss Account
For the year ended 31 December 2011

	Notes	Group		Authority	
		2011 £'000	2010 £'000	2011 £'000	2010 £'000
Turnover - continuing operations			27,838	29,464	27,838
- Turnover including share of joint venture		29,543	-		
- less: share of joint venture		(79)	-		
- Turnover excluding share of joint venture	2	29,464	27,838	29,464	27,838
Cost of sales		14,837	13,742	14,837	13,742
Gross Profit		14,627	14,096	14,627	14,096
Operating expenses		5,933	6,746	5,929	6,746
Operating Profit (excluding joint venture)	3	8,694	7,350	8,698	7,350
Share of operating profit in joint venture		78	-	-	-
Operating Profit including joint venture		8,772	7,350	8,698	7,350
Profit on sale of share of associates		-	101	-	2,454
Profit/(Loss) on disposal of tangible fixed assets		2	(11)	2	(11)
Profit On Ordinary Activities Before Interest		8,774	7,440	8,700	9,793
Interest receivable & similar income	6	103	19	103	19
Amounts written off investments: provision		(559)	-	(559)	-
Other Finance Income	21	(120)	(207)	(120)	(207)
		8,198	7,252	8,124	9,605
Interest payable & similar charges	7	100	110	97	107
Profit On Ordinary Activities Before Taxation		8,098	7,142	8,027	9,498
Tax on profit on ordinary activities	9	2,518	2,022	2,518	2,022
Profit On Ordinary Activities After Taxation		5,580	5,120	5,509	7,476
Minority Interests		2	-	-	-
Profit For The Financial Year	20	£ 5,578	£ 5,120	£ 5,509	£ 7,476

The notes on pages 43 to 60 form part of these financial statements.

Statement of Total Recognised Gains & Losses

For the year ended 31 December 2011

	Notes	Group		Authority	
		2011 £'000	2010 £'000	2011 £'000	2010 £'000
Profit for financial year	20	5,578	5,120	5,509	7,476
Actuarial gain / (loss) on pension schemes:					
- actuarial gain/(loss) on present value of scheme liabilities:		(227)	85	(227)	85
- actuarial gain on scheme assets:		(2,237)	1,290	(2,237)	1,290
		(2,464)	1,375	(2,464)	1,375
Movement on unrecognised surplus on MDCSBS pension scheme	21	(44)	(81)	(44)	(81)
Movement on deferred tax relating to pension liability	21	461	(476)	461	(476)
Unrealised gain on revaluation of fixed assets		-	8,930	-	8,930
Total recognised gains and losses relating to the year		£ 3,531	£ 14,868	£ 3,462	£ 17,224

Note of Historical Cost Profits and Losses

For the year ended 31 December 2011

	Group		Authority	
	2011 £'000	2010 £'000	2011 £'000	2010 £'000
Reported profit on ordinary activities before taxation	8,098	7,142	8,027	9,498
Difference between historical cost depreciation charge and the actual depreciation charge for the year calculated on the revalued amount	(170)	(259)	(170)	(259)
Historical cost profit on ordinary activities before taxation	£ 7,928	£ 6,883	£ 7,857	£ 9,239
Historical cost profit on ordinary activities after taxation	£ 5,410	£ 4,861	£ 5,339	£ 7,217

The notes on pages 43 to 60 form part of these financial statements.

Balance Sheet 31 December 2011

	Notes	Group		Authority	
		2011 £'000	2010 £'000	2011 £'000	2010 £'000
Fixed Assets					
Tangible assets	10	54,426	54,168	54,426	54,168
Investment in subsidiaries	11	-	-	1,437	1,436
Investment in joint venture:	11				
- Share of gross assets		104	-	-	-
- Share of gross liabilities		(26)	-	-	-
		54,504	54,168	55,863	55,604
Current Assets					
Stocks	12	72	83	72	83
Debtors	13	5,193	6,464	5,193	6,464
Current asset investments	14	5,441	6,000	5,441	6,000
Cash at bank & in hand		11,212	4,411	11,181	4,388
		21,918	16,958	21,887	16,935
Creditors - amounts falling due within one year	15	6,907	6,220	6,869	6,185
Net Current Assets		15,011	10,738	15,018	10,750
Total Assets Less Current Liabilities		£ 69,515	£ 64,906	£ 70,881	£ 66,354
Creditors - amounts falling due after more than one year	16	1,506	1,701	2,974	3,182
Provisions For Liabilities And Charges	18	1,922	1,961	1,922	1,961
Accruals And Deferred Income	19	5,372	5,580	5,372	5,580
Pension Liability	21	4,589	3,069	4,589	3,069
Reserves					
Revaluation Reserve	20	19,771	19,771	19,771	19,771
Profit and loss account	20	36,328	32,797	36,253	32,791
		69,488	64,879	70,881	66,354
Minority interests		27	27	-	-
		£ 69,515	£ 64,906	£ 70,881	£ 66,354

The financial statements were approved by the Authority members on 30th March 2012, and signed on their behalf by:



D G Benson Chairman



A J W D Don Chief Executive

The notes on pages 43 to 60 form part of these financial statements.

Group Consolidated Cash Flow Statement

For the year ended 31 December 2011

	Notes	2011 £'000	Group 2010 £'000
Reconciliation of operating profit to net cash inflow from operating activities			
Operating profit (excluding joint venture)		8,694	7,350
Depreciation charges (net of grants released)		2,292	1,669
Decrease/(Increase) in stocks		11	(14)
Decrease/(Increase) in debtors		1,271	(1,490)
Increase in creditors		645	361
Difference between pension charge and cash contributions		(645)	(614)
Net cash inflow from operating activities		12,268	7,262
Returns on investments and servicing of finance	24	3	(91)
Taxation		(2,495)	(1,511)
Capital expenditure and financial investment	25	(2,757)	(1,155)
Acquisitions and disposals	26	(1)	2,541
Cash inflow before financing		7,018	7,046
Financing	27	(186)	(153)
Increase In Cash	28	£ 6,832	£ 6,893

The notes on pages 43 to 60 form part of these financial statements.

I. Accounting Policies

a. Basis of accounting

The financial statements have been prepared in accordance with the Harbours Act 1964, as amended by the Transport Act 1981 and subsequent legislation, and in accordance with applicable Accounting Standards and under the historic cost convention. The principal accounting policies, which the Authority's members have adopted, are listed below.

b. Basis of consolidation

The consolidated financial statements include the financial statements of the parent Authority and its subsidiary companies for the year to 31st December 2011.

c. Asset Revaluation

As permitted under FRS 15 'Tangible Fixed Assets' the Authority has adopted a policy of revaluation in respect of its investment/owner occupied property assets and specialised marine assets. Interim valuations are undertaken in year 3 with full valuations undertaken every 5 years by independent qualified valuers.

d. Depreciation

The provision for depreciation has been computed as follows:-

Capital dredging

The policy of the Authority is to depreciate capital dredging on a straight-line basis over a 20 year term.

Investment property

In accordance with SSAP 19 the policy of the Authority is not to depreciate investment property and valuations are carried out in accordance with 1c. above.

Owner occupied property

The cost of buildings is being depreciated on a straight-line basis over periods of 10 – 50 years.

Freehold land

Freehold land is not depreciated.

Other assets including specialised marine assets

Other assets are being depreciated on a straight-line basis over 3 – 50 years.

e. Investments in subsidiary undertakings and joint ventures

In the Authority's financial statements, investments in subsidiary undertakings and joint ventures are stated at cost less any provision for impairment.

f. Leases

Rentals payable under operating leases are charged to the profit and loss account as incurred.

g. Grants

Grants on capital expenditure are credited to a deferred revenue account and credited to the profit and loss account over the life of the asset. Grants relating to revenue expenditure are credited to the profit and loss account in the year to which the expenditure relates.

h. Stocks

Stocks are valued at the lower of cost and net realisable value after making due allowance for any obsolete or slow moving items. Net realisable value is based on estimated selling price less further costs expected to be incurred to completion and disposal. Cost is based on purchase price plus attributable overhead if appropriate.

i. Deferred taxation

In accordance with FRS19, full provision is made for deferred taxation in respect of all material timing differences. Deferred taxation assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred taxation assets and liabilities are not discounted.

j. Pension Costs

The Group operates a number of pension schemes providing benefits for its employees. Contributions in respect of the Group's defined contribution scheme are charged to the profit and loss account for the year in which they are payable. Costs in respect of the Group's defined benefit schemes are accounted for in accordance with FRS 17 'Retirement Benefits' (note 21).

k. Current asset investments

Current asset investments are recorded under the historical cost accounting rules whereby the investment is stated at the lower of cost and net realisable value.

2. Turnover

Turnover comprises the invoice value of goods and services supplied by the Group within its ordinary activities exclusive of value added tax and intra-group transactions. The analysis of turnover is as follows:-

	Group & Authority	
	2011	2010
	£'000	£'000
Ship, passenger and goods dues	12,116	14,427
Marine services	6,967	4,017
Pilotage services	7,640	7,097
Rents	1,417	1,569
Miscellaneous income	1,324	728
	£ 29,464	£ 27,838

3. Operating profit is stated after charging/(crediting);

	Group & Authority	
	2011	2010
	£'000	£'000
Staff costs (note 5)	11,399	10,202
Depreciation of tangible fixed assets (note 10)	2,669	2,048
Deferred revenue (note 19)	(378)	(379)
Hire and operating leasing charges	126	148
Auditors' remuneration		
- audit of Authority and consolidated accounts	37	35
- audit of Authority pension scheme	3	2
- other services – Authority	9	2
- audit of Milford Docks Company pension scheme	4	1

4. Authority Members Remuneration

	Group & Authority	
	2011	2010
	£'000	£'000
Fees - Non-Executive Board members	120	86
Aggregate emoluments (excluding defined benefit pension contributions)		
- Executive Board members	444	558
	£ 564	£ 644

The number of Board members to whom retirement benefits are accruing under defined benefit schemes is 3 (2010 – 3).

	Group & Authority	
	2011	2010
	£'000	£'000
Highest paid Board member	214	227

The accrued pension of the highest paid Board member under the MHPARBS defined benefit pension scheme at 31 December 2011 was £2,625 per annum (2010 - £1,671).

5. Staff Costs

	Group & Authority	
	2011	2010
	£'000	£'000
Wages and salaries	7,891	7,527
Social security costs	700	648
Other pension costs	2,808	2,027
	£ 11,399	£ 10,202

This includes amounts paid to Authority members as disclosed in note 4.

The average monthly number of employees during the year was as follows:

	Group & Authority	
	2011	2010
	£'000	£'000
Operational staff	141	134
Office staff	63	56
	204	190

6. Interest Receivable and Similar Income

	Group & Authority	
	2011	2010
	£'000	£'000
Other interest received	103	19
	£ 103	£ 19

7. Interest Payable and Similar Charges

	Group		Authority	
	2011	2010	2011	2010
	£'000	£'000	£'000	£'000
Bank overdraft and loan	97	107	97	107
3.5% debenture stock	3	3	-	-
	£ 100	£ 110	£ 97	£ 107

8. Pilotage

The revenue and expenditure relating to pilotage can be summarised as follows:-

	Group & Authority	
	2011	2010
	£'000	£'000
Turnover		
Providing pilotage services	7,600	7,052
Issue and use of pilotage exemption certificates	40	45
	£ 7,640	£ 7,097
Expenditure		
Providing the services of a pilot	2,525	2,324
Providing, maintaining and operating pilot boats	2,244	2,064
Administration and other costs	226	294
	£ 4,995	£ 4,682

9. Tax on Profit on Ordinary Activities**a. Analysis of charge in period**

	Group & Authority	
	2011	2010
	£'000	£'000
Current tax		
UK corporation tax on profit for the year	2,559	2,014
Adjustment relating to previous years	(2)	(78)
Total current tax charge	2,557	1,936
Deferred tax		
Origination and reversal of timing differences	(39)	86
Tax on profit on ordinary activities	£ 2,518	£ 2,022

b. Factors affecting tax charge for period

Group/Authority

The tax charge for the current period is higher (2010 - lower) than the corporation tax rate applicable to the Group/Authority.

The differences are explained below:

	Group		Authority	
	2011	2010	2011	2010
	£'000	£'000	£'000	£'000
Profit on ordinary activities before tax (excluding share of joint venture operating result)	8,020	7,142	8,027	9,498
Profit on ordinary activities multiplied by the applicable group / authority rate of corporation tax of 26.5% (2010 – 28%)	2,125	2,000	2,127	2,659
Depreciation in excess of capital allowances	317	152	317	152
Pension cost relief in excess of pension cost charge	(140)	(114)	(140)	(114)
Permanent differences	258	(24)	256	(683)
Adjustment in respect of previous period	(2)	(78)	(2)	(78)
Current tax charge for the period	£ 2,558	£ 1,936	£ 2,558	£ 1,936

c. Factors that may affect future tax charges

The Group/Authority has tax allowances available to claim against future profits. The Authority makes a significant claim in respect of Industrial Buildings Allowances which are in the process of being phased out. 2011 was the last year in which the Authority can make such a claim against taxable profits and as a result of the loss of these allowances, future taxable profits may be higher.

Deferred taxation is disclosed in note 18.

10. Tangible Fixed Assets
Group & Authority

	Investment/owner occupied property assets and specialised marine assets £' 000	Plant & Equipment £' 000	Dredging Works £' 000	Total £' 000
Cost or Valuation				
At 1 January 2011	47,678	11,723	2,038	61,439
Additions	993	2,000	-	2,993
Disposals	-	(227)	-	(227)
At 31 December 2011	£ 48,671	£ 13,496	£ 2,038	£ 64,205
Depreciation				
At 1 January 2011	-	5,923	1,348	7,271
Charge for the year	1,807	760	102	2,669
Disposals	-	(161)	-	(161)
At 31 December 2011	£ 1,807	£ 6,522	£ 1,450	£ 9,779
Net book value				
At 31 December 2011	£ 46,864	£ 6,974	£ 588	£ 54,426
At 31 December 2010	£ 47,678	£ 5,800	£ 690	£ 54,168

Included in the net book value of investment/owner occupied property assets and specialised marine assets is £100,000 (2010 - £100,000) in respect of long leasehold property.

Investment/owner occupied property assets were valued by DTZ on the basis of market value in accordance with the Royal Institute of Chartered Surveyors Appraisal and Valuation Standards. Atkins valued specialised marine assets on the basis of depreciated replacement cost in accordance with industry specific indexes and guidelines. Both DTZ and Atkins are suitably qualified external valuers. The last full valuation was on 31 December 2010.

If the revalued assets were stated on the historical cost basis, the net book value of those assets would be £25,187,752 (2010 - £26,035,503).

11. Fixed Asset Investments**Group****a) Subsidiary companies**

Name	Proportion	Year end	Nature of business	Country of incorporation
Milford Docks Company	98.20%	31 Dec	Dock Operator	Great Britain
Pembrokeshire Marine Group (Operations) Limited	51%	31 Dec	Marina Operator	Great Britain

The above holdings consist of ordinary shares. Neither subsidiary traded during 2011. Milford Docks Company and Pembrokeshire Marine Group (Operations) Limited incurred insignificant costs relating to debenture loan stock interest and legal and professional fees respectively.

b) Associate and joint ventures**i. Associate**

Name	Proportion	Year end	Nature of business	Country of incorporation
Pembrokeshire Marine Group (Property) Limited	33.3%	31 Dec	Marina Property Management	Great Britain

The company was dormant in 2011.

ii. Joint venture

Name	Proportion	Year end	Nature of business	Country of incorporation
The Green Electrician (South Wales) Limited	50%	31 Dec	Installation of solar panels	Great Britain

	2011	2010
	£'000	£'000
Share of net assets of associates and joint ventures		
At 1 January	-	2,463
Share of profit for the financial year	78	-
Disposal of investment in associate	-	(2,440)
Repayment of loan stock	-	(23)
At 31 December	£ 78	£ -

The following information has been extracted from management accounts of the joint venture to 31 December 2011.

	2011	2010
	£'000	£'000
Share of turnover	79	-
Share of profit before tax	78	-
Share of taxation	-	-
Share of profit after tax	78	-
Share of fixed assets	-	-
Share of current assets	104	-
Share of current liabilities	26	-

Authority

c) Subsidiary companies

	2011	2010
	£'000	£'000
Investment in Group companies		
At 1 January	1,436	1,436
Additions	1	-
At 31 December	£ 1,437	£ 1,436

During the year the Authority acquired 510 £1 ordinary shares in Pembrokeshire Marine Group (Operations) Limited at par.

d) Associates and joint ventures

	2011	2010
	£'000	£'000
Investment in associates and joint ventures		
At 1 January	-	110
Additions	-	-
Repayment of loan stock	-	(23)
Disposal of ordinary shares	-	(87)
At 31 December	£ -	£ -

During the year, the Authority acquired 50 £1 ordinary shares in The Green Electrician (South Wales) Limited at par.

During April 2010, the Authority (Group) disposed of its investments in its associates, Ledwood Mechanical Engineering Limited and Williams Marine & Port Services Limited for a combined consideration of £2,541,000 net of legal costs.

12. Stocks

	Group & Authority	
	2011	2010
	£'000	£'000
Work in progress	26	32
Stock of fuel and consumables	46	51
	£ 72	£ 83

13. Debtors

	Group & Authority	
	2011	2010
	£'000	£'000
Trade debtors	3,493	5,018
Loan to joint venture	50	-
Other debtors	1,088	715
Prepayments and accrued income	562	731
	£ 5,193	£ 6,464

The loan of £50,000 by the Authority to its joint venture, The Green Electrician (South Wales) Limited, falls due after more than one year (2010 - £Nil). 'Other debtors' include £411,000 (2010 - £22,000) in respect of value added tax.

14. Current Asset Investments

	Group & Authority	
	2011	2010
	£'000	£'000
Investment portfolio		
At 1 January	6,000	6,000
Provision for write down in investment	(559)	-
At 31 December	£ 5,441	£ 6,000

15. Creditors – amounts falling due within one year

	Group		Authority	
	2011	2010	2011	2010
	£'000	£'000	£'000	£'000
Bank overdrafts	-	31	-	31
Trade creditors	710	696	707	696
Social security	222	196	222	196
Other creditors	15	16	1	2
Accruals and deferred income	4,564	3,959	4,543	3,938
Secured bank loan	197	186	197	186
Corporation tax	1,199	1,136	1,199	1,136
	£ 6,907	£ 6,220	£ 6,869	£ 6,185

16. Creditors - amounts falling due after more than one year

	Group		Authority	
	2011 £'000	2010 £'000	2011 £'000	2010 £'000
Amounts owed to group undertakings	-	-	1,551	1,564
3.5% debenture stock	83	83	-	-
Secured bank loan:				
between one and two years	208	197	208	197
between two and five years	701	661	701	661
after five years	514	760	514	760
	£ 1,506	£ 1,701	£ 2,974	£ 3,182

The 3.5% debenture stock is secured on the undertakings of the Milford Docks Company and is not subject to repayment. In accordance with section 3 of The Milford Docks Act 1972, the 3.5% debenture stock can be purchased and cancelled by the Milford Docks Company at the discretion of the directors.

17. Loans and Borrowing

a) The Authority was authorised as at 31 December 2011 to borrow sums not exceeding £50 million.

Secured bank loan

The Authority entered into a loan agreement secured on the property known as Pembroke Port Gate 4 in Pembroke Dock.

b) Under The Milford Docks Act 1981, the Milford Docks Company is empowered to raise finance by the creation and issue of share capital, or by loans or mortgage of the undertaking, or by the creation and issue of debenture stock, or wholly or partly by one or more of those modes up to a maximum of £20 million. The amount raised by the company at 31 December 2011 under these provisions was made up as follows:

	£'000
Ordinary shares – paid up amount	1,463
3.5% debenture stock	83
	£ 1,546

18. Provisions for Liabilities and charges

	Group & Authority £'000
Provision for Deferred Taxation:	
Balance as at 1 January 2011	1,961
(Credit)/Charge to profit and loss account	(39)
Balance as at 31 December 2011	£ 1,922

	Group & Authority 2011 £'000	2010 £'000
Accelerated capital allowances	1,922	1,961
	£ 1,922	£ 1,961

As regards the Group and Authority, unprovided deferred taxation amounted to £ Nil (2010 - £ Nil).

19. Accruals and Deferred Income

Deferred capital grants

	Group & Authority 2011 £'000	2010 £'000
Balance brought forward	5,580	5,959
Released to profit and loss account	(378)	(379)
Grants received	170	-
	£ 5,372	£ 5,580

20. Statement of Reserves

	Group		Authority	
	Profit & Loss	Revaluation	Profit & Loss	Revaluation
	Account	Reserve	Account	Reserve
	£'000	£'000	£'000	£'000
Balance brought forward	32,797	19,771	32,791	19,771
Profit for the financial year	5,578	-	5,509	-
Actuarial (loss) on pension schemes	(2,464)	-	(2,464)	-
Movement in deferred tax on pension	461	-	461	-
Movement on unrecognised surplus on MDCSBS pension scheme	(44)	-	(44)	-
	£ 36,328	£ 19,771	£ 36,253	£ 19,771

21. Pension Commitments

The Group/Authority operates a number of pension schemes providing benefits for its full-time employees as follows:

- A defined contribution scheme where the assets of the scheme are held separately from those of the Authority in an independently administered fund. Pension contributions payable to the fund amounted to £nil (2010 - £nil). There were no outstanding contributions payable to the fund at the end of the year (2010 - £nil). Employees of the Authority are able to make additional voluntary contributions into this scheme.
- A defined benefit pension scheme (MDCSBS) providing benefits based on final pensionable pay for its fulltime staff. The most recent actuarial valuation on this scheme was as at 1st July 2008. The assumptions, which have the most significant effect on the results of the valuation, are those relating to the return on investments, the rate of increase in salaries and the rate of mortality. It was assumed that the investment returns would be 5% per annum, that salary increases would average 6.2% per annum and that the rate of mortality be based on the A67/70 and PA90 mortality tables.

The pension charge for the year was £34,000 (2010 - £26,000). There were no outstanding contributions payable to the fund at the end of the year (2010 - £nil).

The most recent actuarial valuation showed that the scheme's assets amounted to 105% of the value of the liabilities of the scheme as they fall due. The Authority expects to contribute £16,000 to this scheme during the year to 31 December 2012.

- A defined benefit pension scheme (MHPARBS) for its staff. During 2009 the Board made the decision to change this scheme with effect from 1st January 2010 to provide benefits based on either Career Average Revalued Earnings or final pensionable pay. Benefits provided up to 31st December 2009 were based on final pensionable pay. The assets of the scheme are held separately from those of the Authority, being invested in unitised pension scheme investment companies. Contributions to the scheme are charged to the profit and loss account so as to spread the cost of pensions over employees' working lives with the Authority. The contributions are determined by a qualified actuary on the basis of triennial valuations.

The most recent valuation was as at 1st January 2009. The assumptions which have the most significant effect on the results of the valuation are those relating to the return on investments and the rate of increase in salaries and pensions. It was assumed that the

investment returns would be 8% per annum, that salary increases would average 4.2% per annum and that pension increases would average 2.6% per annum.

The pension charge for the year was £1,912,000 (2010 - £1,953,000). There were no outstanding contributions payable to the fund at the end of the year (2010 - £nil).

The most recent actuarial valuation showed that the value of the scheme's assets amounted to 76% of the value of the liabilities of the scheme. The Authority expects to contribute £2,008,000 to this scheme during the year to 31 December 2012.

d. In addition to the above schemes some operational pilots are members of the Pilots National Pension Fund (PNPF). Contributions payable to the PNPF amounted to £83,000 (2010 - £86,000).

This is a multi employer defined benefit scheme and the Authority is unable to identify its specific share of the scheme's assets and liabilities. In accordance with FRS 17, this scheme may be accounted for as a defined contribution scheme, the amounts being charged in the financial statements being the contribution payable to the scheme in respect of the year.

FRS 17 Retirement Benefits

The most recent actuarial valuations of the Authority and Milford Docks Company defined benefit schemes have been updated to take account of the requirements of FRS 17 in order to assess the liabilities of the scheme at 31 December 2011. Scheme assets are stated at their market value at 31st December 2011.

The main assumptions used to calculate scheme liabilities under FRS 17 are:

	2011		2010	
	MHPARBS	MDCSBS	MHPARBS	MDCSBS
Inflation rate	3.0%	3.0%	3.6%	3.6%
Discount rate for scheme liabilities	4.8%	4.8%	5.6%	5.6%
Rate of increase in salaries	n/a	3.0%	n/a	4.1%
Rate of increase for deferred pensions and pensions in payment	2.5%	3.0%	3.4%	3.6%
CARE Revaluation	2.9%	n/a	3.4%	n/a
The mortality assumptions used were as follows :				
Longevity in years at age 65 for current pensioners:				
- Men	22.2	17.3	22.1	17.3
- Women	25.3	21.7	25.2	21.7
Longevity in years at age 65 for future pensioners:				
- Men	23.2	17.9	23.1	17.9
- Women	26.2	22.4	26.1	22.4

Reconciliation of market value of scheme assets

	2011		2010	
	MHPARBS £'000	MDCSBS £'000	MHPARBS £'000	MDCSBS £'000
1 January	24,588	1,627	20,735	1,551
Expected return on scheme assets	1,496	76	1,328	86
Actuarial gains / (losses)	(2,402)	165	1,326	(36)
Benefits paid	(1,045)	(597)	(831)	(597)
Members contribution	143	-	77	-
Contributions paid by employer	1,912	34	1,953	26
31 December	£ 24,692	£ 1,305	£ 24,588	£ 1,627
Actual returns on scheme assets in the year	£ (906)	£ 241	£ 2,654	£ 83

The value of assets in the scheme were:

	Value at 31 December 2011		Value at 31 December 2010	
	MHPARBS £'000	MDCSBS £'000	MHPARBS £'000	MDCSBS £'000
Equities	14,346	261	15,958	325
Bonds	3,062	1,044	2,508	1,302
Cash	6,568	-	5,581	-
Annuity Contracts	395	-	393	-
Property	321	-	148	-
Total market value of assets	24,692	1,305	24,588	1,627
Present value of scheme liabilities	(30,981)	(1,070)	(28,906)	(1,426)
(Deficit)/Surplus in the scheme	(6,289)	235	(4,318)	201
Unrecognised surplus	-	(190)	-	(146)
Related deferred tax	1,667	(12)	1,209	(15)
Net pension (liability)/asset	£ (4,622)	£ 33	£ (3,109)	£ 40

The overall expected long term rates of return on the scheme assets are 5.4% (2010 – 6.0%) (MHPARBS) and 4.8% (2010 – 5.5%) (MDCSBS). The overall expected return on assets has been derived by considering the long expected rate of return for each asset class and taking the average of these rates weighted by proportion invested in each asset class at the year end.

Reconciliation of present value of scheme liabilities

	MHPARBS 2011 £'000	MDCSBS 2011 £'000	MHPARBS 2010 £'000	MDCSBS 2010 £'000
1 January	28,906	1,426	26,778	1,406
Current service cost	1,272	27	1,338	28
Member contribution	143	-	77	-
Interest cost	1,629	63	1,544	77
Benefits paid	(1,045)	(597)	(831)	-
Actuarial loss / (gain)	76	151	-	(85)
31 December	£ 30,981	£ 1,070	£ 28,906	£ 1,426

Analysis of amounts charged to the Group and Authority's profit and loss account :

	MHPARBS 2011 £'000	MDCSBS 2011 £'000	MHPARBS 2010 £'000	MDCSBS 2010 £'000
Current service costs - (operating expenses)	1,272	27	1,338	28
Expected return on pension scheme assets	(1,496)	(76)	(1,328)	(86)
Interest on pension scheme liabilities	1,629	63	1,544	77
Other finance income	133	(13)	216	(9)
Total	£ 1,405	£ 14	£ 1,554	£ 19

Current service costs are included within operating expenses.

Actuarial Gains and Losses

The cumulative amount of actuarial losses recognised in the Group statement of recognised gains and losses is £7,185,000 (2010 - £4,677,000)

Amounts for current and previous four years (MHPARBS and MDCSBS)

	2011	2010	2009	2008	2007
	£'000	£'000	£'000	£'000	£'000
Defined benefit obligations	(32,051)	(30,332)	(28,184)	(23,290)	(24,815)
Plan assets	25,997	26,215	22,286	18,716	21,726
(Deficit)	(6,054)	(4,117)	(5,898)	(4,574)	(3,089)
Experience adjustments on plan assets:	(2,408)	1,323	1,789	(4,854)	43
Experience adjustments on plan liabilities:	(182)	(21)	(534)	(218)	(46)
Total actuarial gains and (losses) recognised in the Statement of Total Recognised Gains and Losses:	£ (2,508)	£ 1,294	£ (2,726)	£ (1,909)	£ 1,241

22. Capital Expenditure

Capital expenditure contracted for as at 31 December 2011 but not provided for in the financial statements amounted to £nil (2010 - £nil)

23. Related Party Transactions

Associate

The following summarises the Group's transactions up to the point of the sale of the investments in associates in 2010, all of which were on an arms length basis, to its associated undertakings:

	2011	Group
	£'000	2010 £'000
Services provided to associated undertakings	-	45
Services received from associated undertakings	-	24

Details of investments in group companies and amounts owed to and by those companies are set out in notes 11, 13 and 16.

Joint venture

In late 2011, the Authority, in conjunction with The Green Electrician Limited formed a joint venture company, The Green Electrician (South Wales) Limited. During the year the Authority invoiced The Green Electrician (South Wales) Limited £2,988. This amount was outstanding at the year end.

As part of the joint venture arrangement, the Authority provided a loan of £50,000 to The Green Electrician (South Wales) Limited. This loan is interest free for two years.

24. Returns on Investments and servicing of Finance

	Group	
	2011	2010
	£'000	£'000
Interest received	103	19
Interest paid	(100)	(110)
	£ 3	£ (91)

25. Capital Expenditure and Financial Investment

	Group	
	2011	2010
	£'000	£'000
Payments to acquire tangible fixed assets	(2,993)	(1,227)
Receipts from sales of tangible fixed assets	66	72
Less grant received in year re: capital expenditure	170	-
	£ (2,757)	£ (1,155)

26. Acquisitions and Disposals

	Group	
	2011	2010
	£'000	£'000
Acquisition of shares in subsidiary and joint venture	(1)	-
Receipts from sale of interest in associates (net of legal costs)	-	2,541
	£ (1)	£ 2,541

27. Financing

	Group	
	2011	2010
	£'000	£'000
Repayment of loan stock by associates	-	23
Capital repayments in respect of bank loan	(186)	(176)
	£ (186)	£ (153)

28. Analysis of Changes in Net Debt - Group

	At 1 January 2011 £'000	Cash Flows £'000	Other non-cash changes £'000	At 31 Dec 2011 £'000
Cash at bank and in hand	4,411	6,801	-	11,212
Bank overdraft	(31)	31	-	-
Net cash	4,380	6,832	-	11,212
Current asset investment	6,000	-	(559)	5,441
Debt due within one year – bank loan	(186)	-	(10)	(196)
Debt due after one year – bank loan	(1,618)	186	10	(1,422)
Debt due after one year – 3.5% debenture stock	(83)	-	-	(83)
Net debt	8,493	£ 7,018	£ (559)	£ 14,952

29. Reconciliation of Net Cashflow to Movement in Net Debt

	Group	
	2011 £'000	2010 £'000
Increase in cash in the year	6,832	6,893
Cash outflow from decrease in debt (capital repayment)	186	176
Change in net debt resulting from cash flows	7,018	7,069
Other non-cash changes	(559)	-
Net debt at 1 January	8,493	1,424
Net debt at 31 December	£ 14,952	£ 8,493

30. Contingent Liability

The Authority, in common with other competent harbour authorities, has been made aware of a significant deficit in the Pilots National Pension Fund (PNPF). Litigation initiated by the Trustee to establish liability for this deficit recently concluded. As a result, the Trustee of the PNPF is in the process of formulating a recovery plan, the outcome of which remains uncertain. At present, the Authority is unable to quantify the exact nature and extent of any liabilities it may have to the PNPF.

31. Comparatives

Certain corresponding figures have been amended to make them consistent with current year disclosure policies.



Chairman

1958 The Lord Dynevor, CBE MC
1963 The Hon R Hanning Philipps, MBE

1976 T S Roberts

1982 Raymond Cory, CBE

1994 R C Hastie, CBE

2000 D R S Clarke

2007 D G Benson

General Manager

1959 J A Sullivan, OBE

1983 R C Livesey, CBE

1987 M J Hyslop MBE

Chief Executive

2003 A E Sangster

2010 A J W D Don

Harbourmaster

1959 Capt G Dudley, OBE

1986 Capt J E Frost, MBE

1995 Capt M C Andrews

2012 Capt W C Hirst



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Published by Milford Haven Port Authority and produced in Pembrokeshire with the dedicated assistance of our staff.

Design: rockpooldesign.co.uk Photography: Aurora Imaging, Adrian Owens, Ian Richards and MHPA staff. Print: Forrest Print
This publication is printed on paper from sustainable forests using vegetable based inks