



**MILFORD HAVEN PORT
AUTHORITY**

APPOINTMENT OF NON-EXECUTIVE DIRECTORS

2017

CANDIDATE BRIEF

MILFORD HAVEN PORT AUTHORITY

APPOINTMENT OF NON-EXECUTIVE DIRECTORS 2017

	Page
1. Milford Haven Port Authority	3
2. Strategic Priorities	4
2. Role and person specification	5
3. Application process	8
4. Annex A - Financial Arrangements for MHPA NEDs	10
5. Annex B – List of 2018 Board Meetings	11
6. Annex C - List of MHPA Board Members	12
7. Annex D - Declaration Forms	22
Appointments to Boards of Trust Ports (separate document)	

I. MILFORD HAVEN PORT AUTHORITY

Milford Haven Port Authority (MHPA) is a Trust Port with statutory responsibilities for the management of the 4th largest port in the UK with over 60 square miles of navigable waterway. In 2016 its turnover and profit before tax were £25m and £5.6m respectively. Two thirds of its turnover is generated from the provision of port marine services (pilotage and conservancy) to ships accessing the 5 oil and gas facilities owned and operated by major international energy companies such as Exxon, Valero, Shell and Qatargas. The remainder is generated from property and port facilities located at Milford Dock and Pembroke Port.

Milford Haven is a nationally significant gateway for the import and export of energy fuels. Its strategy is to sustain this activity whilst developing its asset base at Milford Dock and Pembroke Dock to diversify its business. Its plans include further retail and leisure development at Milford Waterfront to strengthen its role as a regional destination for tourism and leisure as well as developing further as Wales' largest centre for fishing aquaculture and a key centre for the wave and tidal energy industry. This diversification strategy is a major focus for the Board.

Pembroke Dock is the UK terminus for the largest and most successful ferry route from the UK mainland to Southern Ireland and has a number of active trades serving the local and regional economy.

The Port does not have shareholders. It is financed privately from retained earnings and bank lending, with full autonomy to operate as a commercial business. Like any other business, it pays corporation tax on its profits and, like all other ports, has certain necessary statutory powers in order to be able to operate as a port. The Chair is appointed by the Secretary of State for Transport but all other Directors are appointed by the Board itself. Regardless of who appointed them, all members of the Board including the Chair, are required to be experienced and independent individuals whose primary duty is to act in the interests of the port.

The Port operates to standards of governance and accountability similar to those found in much larger listed commercial organisations. The Chair is a key figurehead for the organisation who must embody sound commercial experience alongside the ability to lead a strong board which acts as owner and steward of a commercial business and infrastructure asset of national importance.

The Port must ensure its safe marine operation, nurture the economic growth of Pembrokeshire by supporting local business development and contribute to the strength, resilience and prosperity of the local community by seeking to generate and invest in profitable economic activity. MHPA will strive to drive the growth and prosperity of Pembrokeshire as well as making a major contribution to the UK economy as a strategic port.

Further information about Milford Haven Port Authority, including its Annual Report and Accounts may be found on MHPA's website www.mhpa.co.uk.

2. STRATEGIC PRIORITIES

The Port of Milford Haven's primary objective is to remain an efficient and competitive gateway within the UK's national transport network, facilitating easy access for our customers to their markets in the UK and overseas.

Achieving this mission will ensure the Port continues to fulfil its role as a key driver of economic activity and growth, particularly in Pembrokeshire and the Swansea Bay City Region, whilst operating at the highest standards of safety and protection of the environment. The Port provides its customers with the ability to operate on a very large scale, ensuring the resilient delivery of essential energy supplies to the UK market on a basis that minimises environmental impact across the global supply chain and helps keep UK PLC internationally competitive.

In the interests of the local economy the Port is seeking to achieve greater diversity in the range of activities being undertaken. The sustainability of the core operation and the achievement of diversification requires the Port to retain a strong ability to finance investment (with a focus on port-related infrastructure and services). It promotes the development of additional linkages to the Port and works with partners to expand the range of activities carried out, in particular at the facilities at Pembroke Port and Milford Dock.

The Port has put in place certain strategies to achieve this; however, the timing and delivery will depend on market conditions and the strength of the economy as a whole. The strategies are to:

- Continue to provide high quality responsive services to customers, including the major energy terminals;
- Facilitate the development of Milford Waterfront focused on marine leisure, retail and fishing;
- Facilitate the development of Pembroke Port into a centre of excellence for marine renewables, engineering and stevedoring services including ferry operations;
- Facilitate the effective and appropriate development of non-port-related landholdings;
- Work with existing infrastructure owners/operators to help achieve increased asset utilisation, commercial growth and inward investment;
- Introduce new deep water trades based on the development of new general-purpose deep water berths; and
- Support the creation of additional transport linkages to the Port.

2. ROLE AND PERSON SPECIFICATION

MHPA is seeking to recruit 3 Non-Executive Directors to replace David Snelson, Steven Owen and Sue Davenport; all of whom are stepping down in January 2018. Specific knowledge and experience is sought from each of the 3 Non-Executive Directors: marine (port safety); finance; commercial.

As the biggest port in Wales, and one of the largest in the UK, the Port fulfils a critical role in enabling the delivery of up to a third of the UK's seaborne energy supplies. As well as being a vital services provider for the major energy companies located in the Haven, the Port is home to South Wales' largest ferry service to Ireland, Wales' largest fish docks and is owner of a key waterfront property portfolio with exciting plans for regeneration and investment in the growth of tourism revenues.

Under the terms of the Port's constitution, Non-Executive Director appointments are made by the Port; three of which are made in close consultation with Pembrokeshire County Council (PCC). These vacancies will not be subject to PCC authorisation. The Chair is appointed by the Secretary of State for Transport.

A time commitment of c.7 to 10 days per annum is expected and the remuneration on offer reflects this.

General competencies required of all Non-Executive Directors:

Non-Executive Directors must establish a positive, challenging and supportive relationship with the Chief Executive and other senior members of the management team. Led by the Chair, Non-Executive Directors will oversee the delivery of the required business performance and in ensuring that actions and plans are aligned with a coherent long-term strategy.

1. Commercial experience and acumen:
 - Board-level experience within a substantial private sector business ideally from a relevant environment, which may include: maritime, property, regeneration, leisure or tourism.
2. Strong communications skills:
 - Ability to act as a team player, interacting with other board members in a group setting, both contributing to, and valuing the contributions of all members however disparate.
 - Ability to recognise the motivations of and relate to a wide variety of players including: customers, owners, competitors, employees and other groups.
 - Influence and persuade others.
 - Ability to correctly judge and act on the political impact of actions and statements.
3. Excellent strategic skills:
 - Ability to see the strengths and weaknesses of MHPA and how decisions will impact on the organisation and its potential future.
 - Ability to recognise opportunities and threats.

- Ability to recognise wider business and societal changes and their possible influence on MHPA's strategic plans.
4. Intellectual and decision-making skills:
 - Ability to make informed business, strategic and financial decisions.
 - Ability to be objective at all times about what is best for MHPA and its business.
 - Ability to develop rational and logical positions with the ability to listen, process, understand and contribute articulately to debate.
 5. Stakeholder relationships and personal network:
 - Ability to build and establish effective relationships and networks at a senior level with a complex range of stakeholders demonstrating successful personal and organisational engagement strategies.
 - Personal standing to represent the board and the Port.
 6. Understanding of governance:
 - An understanding of the difference between governance and management issues.
 - A strong track record of ensuring the highest standards of governance in a large commercial organisation are achieved where accountability to stakeholders is a key issue as well as accountability for financial performance.
 - Experience of managing operational (including safety) commercial, financial and other risks within an organisation.
 7. Contribute effectively to Board discussions and decision-making:
 - Ability to participate in constructive board discussion, ensuring personal contribution to the fullest extent of their ability and knowledge.
 - Ability to demonstrate openness to being challenged on assumptions and beliefs; willing to reconsider them to reach new conclusions.
 - Ability to effectively contribute to the evolution of business strategy and assist in its implementation through advice and counsel.
 8. Personal commitment, integrity and independence:
 - Ability to focus on achievements and outcomes.
 - Integrity in all personal and business dealings.
 - Proven ability to maintain personal and board independence from any single or multiple sets of stakeholders.
 - Ability to be objective about what is best for MHPA and its business.

Personal attributes sought:

- Integrity in all personal and business dealings.
- Commitment to the purpose, vision and values of MHPA.
- Determined approach towards achievement and outcomes.

Specific knowledge and experience sought:

Prospective candidates will possess one of the following categories of knowledge and experience:

Marine (port safety):

- Strong knowledge and direct relevant experience of port safety management with particular reference to pilotage, navigation and vessel traffic services.
- A working knowledge of the operational and commercial dynamics and constraints of ports.
- Knowledge of the charter markets with specific reference to the energy markets.

Finance:

- Specific knowledge and professional expertise of building a successful business.
- Up to date understanding of the main issues affecting a business with a turnover of approximately £25 million and employing 170 staff.
- Strong experience of practical implementation and supervision of corporate governance with particular reference to the role of audit committees, auditing standards and management of tax.
- Strong financial literacy, working knowledge of M&A as well as raising debt.

Commercial:

- Specific knowledge and professional expertise of building a successful consumer-facing business.
- Up to date understanding of the main issues affecting a business with a turnover of approximately £25 million and employing 170 staff.
- Proven track record of sales and marketing, with particular reference to the development of a viable digital marketing strategy business model.
- Able to utilise their network of contacts for the benefit of the Port.
- Experience of the process of diversification of a business.

4. APPLICATION PROCESS

Terms of Appointment

The Board is 10 strong; comprising the Chair, 6 Non-Executive Directors, each of whom has a specific set of skills and attributes, and 3 Executive Directors. The Board is led by Chair, Chris Martin, who was appointed to the role in August this year. He previously served as Vice Chair since 2012. Details of current board members and the executive team are included in Annex C.

The non-executive board roles are summarised below:

- Finance
- Human Resources
- Commercial
- Marine
- Stakeholders
- Energy

Appointment will initially be for 2 - 3 years. The appointment may be renewed subject to performance. Fee arrangements are in Annex A. Board meeting dates for 2018 are shown in Annex C.

An appointments panel comprised of the Chair, a current Non-Executive Director, the Chief Executive & Executive Director, an independent member and a stakeholder representative will conduct the evaluation and interviews. Candidates will be evaluated on the extent to which they meet the competencies and experience set out and always on merit.

Please note: initial Goodson Thomas interviews with selected candidates are anticipated to take place in late November, and Final Panel interviews will take place on Wednesday, 13th or Thursday 14th December 2017.

It is expected that the appointments will be made during the first quarter of 2018.

How to Apply

Goodson Thomas is acting as the retained executive search consultancy to Milford Haven Port Authority on this appointment.

Candidates are invited to submit a CV and cover letter. The method of application is via email: applications@goodsonthomas.com. Please note GT_0070_MHPA in the subject line of your email. All applications will be acknowledged.

The closing date for applications is **Thursday, 9th November 2017**.

For an informal discussion, or if you require any assistance on any part of the process, please contact Siân Goodson or Sam Smith on 029 2167 4422.

Your application **must** comprise the following documents:

1. A full CV giving your education and professional and life qualifications and full career history, paid or unpaid, including details of any budgets and numbers of people whom you have managed, and relevant achievements.
2. A covering letter explaining why you would like to be considered for the appointment, outlining your proven ability in relation to the person and job specification, including particular strengths and key qualities.
3. A completed declaration form (see Annex C).

The appointment process is governed by the MHPA Act 2002 (http://www.legislation.gov.uk/ukla/2002/5/pdfs/ukla_20020005_en.pdf) as amended by the Milford Haven Port Authority (Constitution) Harbour Revision Order 2012 (http://www.legislation.gov.uk/uksi/2012/1154/pdfs/uksi_20121154_en.pdf) (“The 2002 Act as amended”)

This appointment process is intended to be open and accountable and to ensure that appointees are demonstrably independent and appointed on merit. **No appointment will be made to provide representational rights for specific groupings or interests.**

All candidates shortlisted for interview by the Selection Panel will be required to make a declaration as set out in the MHPA Acts, and to complete a screening questionnaire disclosing their interests and answering other questions about their fitness to serve. Draft or pro-forma copies of the declaration and the questionnaire are available on request.

FINANCIAL ARRANGEMENTS FOR MHPA NON-EXECUTIVE DIRECTORS

Fees

1. Fees are set and paid by the Port of Milford Haven.
2. The fee for Non-Executive Directors is c.£13,600.
3. The level of fees is normally reviewed by the Remuneration Committee on an annual basis at the beginning of each calendar year. The fee is currently subject to review.
4. Fees are normally paid through the PAYE system. In exceptional circumstances, the Port will agree to invoice-based arrangements.
5. Appointment of the successful candidate will be conditional on the:
 - signature of a contract between MHPA and the Appointee.
 - Signature of a declaration in the form set out in Schedule I of the 2002 Act as amended.
 - Completion of a declaration of interests form prior to interview in compliance with the requirements of the 2002 Act as amended. The Note for Guidance of Members on the Disclosure of Financial and Other Interests is set out in the Governance Manual; a copy of which will be issued to Candidates selected for Interview.

Expenses

Expenses properly incurred in connection with the business of MHPA will be paid in accordance with MHPA's expenses policy and subject to the provision of proof of any expense in a form satisfactory to MHPA. Expenses claimed for travel to or from MHPA for board meetings or any other purposes may be claimed but will be subject to income tax at the Director's marginal rate.

Taxation

Appointees will not be employees of MHPA. Whilst director fees are typically paid through the PAYE system with some tax being deducted and paid on behalf of the Director, the Director will be responsible for paying or reclaiming any under or over payment.

LIST OF MHPA BOARD MEETINGS 2018

Board Meeting	Friday	09.30	26 January 2018
Board Meeting	Friday	09.30	23 March 2018
Board Meeting	Friday	09.30	25 May 2018
Board Meeting	Friday	09.30	20 July 2018
Board Meeting	Friday	09.30	28 September 2018
Board and SMT Strategy Day	Thursday	09.00	29 November 2018
Board Meeting	Friday	09.30	30 November 2018

Notes

- 1) The dates for Board meetings in 2019 have yet to be set by the Board, but are normally the last Friday in each of January, March, May, July, September and November.
- 2) There is also a board strategy day on the Thursday preceding the November Board Meeting.
- 3) Board Members can also be expected to be nominated onto various Board Committees, including the Remuneration Committee and the Audit Committee. These are usually organised to coincide with Board Meetings.
- 4) Audit Committee meetings will be held at 2pm on Thursday 22 March, Thursday 27 September and Wednesday 28 November.
- 5) All meetings are generally held at the head office of MHPA in Milford Haven.

LIST OF MHPA BOARD MEMBERS

CHRIS MARTIN
Chairman



Born and bred in Pembrokeshire, Chris gained an honours degree in Pharmacy in Cardiff before starting working life with Boots the Chemist in Cwmbran, subsequently going on to own and build two successful community pharmacy businesses in the West Country and back in Pembrokeshire.

He has a number of roles in the private and public healthcare sector including being a Non-Executive adviser of Alliance Healthcare Distribution Ltd. He is Deputy Chairman of the Bevan Commission, Non-Executive Director of the Audit and Risk Assurance Committee for Health and Social Services at Welsh Government, and Non-Executive Director for Life Sciences Hub Wales Ltd

He is also Managing Director of a property development company and runs a portfolio of rental properties across Pembrokeshire. Chris is a member of the Wales Advisory Board of Marie Curie Cancer Care and a governor of Pembrokeshire College.

Chris became Chairman for the Port of Milford Haven in August 2017 having served as Vice Chairman since 2012. He is a member of both the Remuneration and Nominations Committees.

DAVID SNELSON
Non-Executive Director & Vice-Chairman



David Snelson brings with him significant marine and port experience. Having started in the Royal Navy he rose to the rank of Rear Admiral having commanded warships including the aircraft carrier HMS Ark Royal.

David came ashore in 2006 to a new career as chief harbourmaster for the Port of London Authority and left in 2011. During this time he was also a special adviser to the House of Commons Defence Committee. Between 2012-16 he was a Non-Executive Director of the Maritime and Coastguard Agency.

David is a Companion of the Order of the Bath, an Elder Brother of Trinity House, Fellow and past council member of the Nautical Institute, Chairman of Seavision and a member of the Royal Yachting Association.

David is a member of the Nominations Committee and the Stakeholder Accountability Committee.

RICK SQUIRES
Non-Executive Director



Rick has extensive experience in the energy sector as a Non-Executive Director and Chairman of a number of renewable energy businesses, based not only in the UK but also North America, including wind (onshore and offshore), solar and biomass.

Rick has an honours degree in electrical engineering and a masters in business studies. He spent 28 years with the Royal Dutch Shell Group with roles in business areas including coal, oil trading, shipping and power generation before becoming a Senior Vice President with InterGen, an international power company based in Boston, USA, with assets spread across 10 countries. In 2003 he founded UK-based consultancy, PiEnergy Ltd pursuing a portfolio of roles including advising on clean technology, renewable energy, executive recruitment and providing training to the power and energy sectors.

His current Non-Executive Directorships include: Green Investment Bank Financial Services, a wholly-owned subsidiary of UK Green Investment Bank Plc; Good Energy Group Plc, a UK-based 100% renewable domestic electricity generation and supply company; and Green Energy for Education Limited, an unquoted business backed by VCT funding managed by Triple Point Investment Management LLP.

Rick joined the Port in 2012 and is a member of the Audit Committee.

ANDREW EDWARDS
Non-Executive Director



Following graduation from the University of Wales, Aberystwyth Andy spent two years working on civil engineering projects in the UK and the Middle East before joining the police service in 1979. He undertook a variety of operational and administrative roles and was the Acting Chief Constable for Dyfed-Powys Police before being appointed Deputy Chief Constable for all Wales in 2009 where he had operational responsibility for serious and organised crime and counter-terrorism. He sits on the Wales boards for the Equality and Human Rights Commission and Victim Support.

Andy is an honorary fellow and part-time lecturer at the University of Wales, Trinity St David, was previously a visiting lecturer at the John Jay College of Criminal Justice in New York and is a graduate of the FBI National Academy. He is based in Carmarthenshire and is a Welsh speaker.

Andy joined the Board in 2012 and is a member of the Nominations Committee, as well as Chairman of the Stakeholder Accountability Committee.

SUE DAVENPORT
Non-Executive Director



Sue began her career at Aramark PLC undertaking a number of operational and strategic roles in sales and marketing. She left to become Sales and Marketing Director for Pasta King UK in 2003 leveraging an MBO and becoming CEO in 2006. The company achieved several business awards culminating in winning the Orange National SME of the Year 2008. Sue currently is a Non-Executive Director with the Pembrokeshire Coastal Forum, Chair at Racoon International and a shareholder of the

award-winning Pembrokeshire Beach Food Company. Sue's business success has been recognised with a number of high-profile business awards including the BVCA Women CEO of the Year 2009.

Sue lives in Pembrokeshire and is breathing new life into a coastal farm, diversifying into the tourism sector. She is also a governor at Hakin Community School.

She is a Chartered Director and an ambassador for the Institute of Directors Chartered Director programme and is also a member of the Port's Audit and Remuneration Committees.

STEVEN OWEN
Non-Executive Director



Steven is an accomplished Chartered Accountant and has had considerable experience as a Finance Director and Deputy Chief Executive within the quoted property investment/fund management arena.

Steven embarked on his career with KPMG before moving on to spend 24 years at Brixton plc where he became Finance Director and subsequently Deputy Chief Executive of a property investment and development company that owned/managed over 18 million square feet of industrial and warehouse space in the UK. He is currently CEO and founding partner of Wye Valley Partners LLP, a commercial real estate asset management business.

Steven is also a Non-Executive Director, the Senior Independent Director and Chairman of the Audit Committee of Primary Health Properties PLC, a UK Real Estate Investment Trust and the leading investor in modern healthcare premises.

Welsh is Steven's first language. He is also a Director of Wales in London, a not-for-profit company which aims to promote and connect Wales within Europe's business capital. Steven is Chairman of the Port's Audit Committee.

ANNE JESSOPP
Non-Executive Director



Anne has worked in HR across a number of sectors, gaining manufacturing experience early in her career at Rolls-Royce and Procter & Gamble. She went on to gain consumer experience at Radio Rentals and RAC.

More recently, she was HR Director of an industrial services company and Remploy, before joining the Royal Mint in 2008 as the Business Services Director, leading the functions which support the business, including Business Excellence, IT, HR and Health, Safety & Environment. She moved to lead the Commemorative Coin Division and is now Acting Chief Executive.

Particular areas of focus have been working with companies which are developing their culture and undergoing significant change.

Anne is a member of the Port's Remuneration and Nominations Committees.

ALEC DON
Chief Executive & Executive Director



Alec has over 20 years of international experience leading port businesses. He was appointed Chief Executive of the Port of Milford Haven in 2010.

He began his Port career in 1994 when he joined the Mersey Docks and Harbour Company as Director of Planning. In 2002 he became Chief Executive of the Port of Maputo where he completed the first full port privatisation in Africa and then, at the same time as developing the commercial activity of the port, delivered on a \$70m reconstruction programme finished on time and below budget within 18 months. He returned to Mersey Docks as Director of the Port of Liverpool in 2004.

He is currently Vice Chairman of the British Ports Association and is also Chairman of the separate statutory entity The Port Security Authority.

In his early career, Alec left Oxford University with a degree in Engineering Science to join UK merchant bank Robert Fleming & Co, where he had a successful career for seven years in corporate finance.

ANDY JONES
Deputy Chief Executive & Executive Director



Andy joined the Port as Finance Director in 2011 bringing with him extensive working knowledge in senior financial, commercial and operational roles across a broad range of industries. In 2014, Andy accepted the role of Deputy Chief Executive adding responsibility for the marine operations and risk management aspects of the Port.

He qualified as a Chartered Accountant with PricewaterhouseCoopers in Cardiff before continuing with the firm in Toronto, Canada. In 2000, 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 its commercial cooking equipment business and worked closely with chefs, restaurant owners and food chains such as McDonalds. In 2007, Andy took over as Commercial Director for the Canadian distribution business of Manitowoc, growing the business by double digits each year. In 2009, he started his own successful company focused on providing trusted advisory services to SME business owners, before returning to the UK.

Andy is a member of the CBI Council in Wales, a co-opted member of Pembrokeshire College's Audit Committee and a Trustee Director of the Pilots' National Pension Fund.

TIM BOWNES

Engineering Director & Executive Director



Tim joined the Port as Engineering Director in May 2014. He has a wide range of experience covering ports and the construction industry both in the UK and overseas, including work in environmentally sensitive areas.

He is a Chartered Civil Engineer and initially worked in construction contracting for large building and civil engineering companies on offices, industrial installations and large road and rail projects.

In 1997 Tim was appointed Chief Engineer of Mersey Docks and Harbour Company, taking responsibility for a wide range of projects and maintenance activities for the group's ports at Liverpool, Birkenhead, Heysham, Sheerness and Chatham. Whilst in Liverpool, Tim was responsible for the consenting and construction of the Twelve Quays ferry terminal and for obtaining consent for the in-river terminal now known as Liverpool 2.

Tim moved into consultancy in 2008 and worked for Royal Haskoning, based initially in Liverpool and then Dubai. Projects ranged from construction assistance in India to port master planning in Djibouti. Major projects included the Doha New Port in Qatar, a new coastguard harbour near Muscat in Oman and a new port on Boubyan Island in Kuwait.

Annex D

DECLARATION FORMS

DECLARATION

Please complete this form and submit with your application to applications@goodsonthomas.com

I have read the information provided about this appointment. In addition to the information requested, I have disclosed in my accompanying letter and CV any other information which is relevant to my suitability as a public appointee – for example any convictions or bankruptcies or anything, such as business interests or personal relationships, which might lead to a question of a conflict of interest. I confirm that to the best of my knowledge the information which I have provided whether in this form or in any accompanying papers is accurate and not misleading. I realise that failure to disclose relevant information or the provision of inaccurate or misleading information may result in an appointment being summarily terminated.

Signature.....

Date.....

Name

I,

previously known as (if applicable)

confirm that the information provided in my cv and associated documentation, and in interview, is true, and hereby agree that:

- 1 MHPA and Goodson Thomas may hold my details on their database and contact me to verify or update these as appropriate, subject to an undertaking that my details will not be passed to any third party without my specific permission granted in advance on each occasion.

- 2 MHPA and Goodson Thomas may directly contact educational establishments and professional institutions to verify my educational qualifications and professional memberships. To assist these organisations to identify my data, my date of birth is

- 3 I have disclosed all relevant information and circumstances which could cause conflict of interest or prevent me from fulfilling the role under discussion in a full and professional manner’.

Signed

Dated