



**SATORI**

EXECUTIVE SEARCH

## Candidate brief for

Chair, Ports of Jersey Ltd



**PORTS OF JERSEY**  
YOUR ISLAND GATEWAY

As of May 2019

## Background

### Ports of Jersey

Ports of Jersey Ltd (PoJL) operates the island's key strategic transport assets, Jersey Airport and the Port of St Helier, together with the historic harbours and numerous associated maritime and aeronautical assets. Everything and everyone who comes to the Island comes through these facilities, highlighting the important strategic role Ports of Jersey plays for the economy and community in Jersey.

Jersey Harbours also provides the coastguard service for its territorial waters. This essential public service, which in most jurisdictions is funded by taxpayers, is resourced entirely by revenue generated through Ports' commercial activity.

Jersey Airport provides a comprehensive network of commercial routes to 48 UK and European destinations, facilities for business aviation, and for local and visiting private aircraft. It is also contracted, through the Government of Jersey, to provide air traffic control (ATC) for the Channel Islands Control Area on behalf of the French and UK authorities.

In addition to commercial port activity, Jersey Marinas provides marinas and moorings for local boat owners and visitors. This includes the 'Five Gold Anchor' status marinas in St. Helier and moorings in the outlying harbours, together with the maintenance of those harbours. The Marine Leisure Centre provides a singular and complete point of service to the Marine Leisure community. Jersey Coastguard keeps the Island's territorial waters open, safe and clean, meeting PoJL's international obligations and offering a value for money service to government.

### Recent governance changes

Ports of Jersey was incorporated as a limited company on 1st October 2015. Historically the airport, the harbours and other infrastructure assets had been public sector departments within the Government of Jersey. The journey to incorporation was about three years, and during this period the Ports of Jersey had begun to develop their commercial capability.

The primary aim of incorporating the Ports of Jersey was to ensure a self-sustainable future for the considerable infrastructure investments required to keep these crucial gateways of the island open, safe and secure.

Pre-incorporation financial projections indicated that up to £300 million of its £420 million Long-Term Capital Programme could not be funded from operations in their pre-existing context. Growth and diversification of its business will provide the platform for PoJL to achieve its ambitions.

Since incorporating in October 2015, PoJL has:

- Been delivering against a Strategic Business Plan, with high level commercial objectives;
- Restructured the company to succeed as a private entity;
- Hired new commercial capability to take up the development of customer experience, commercial projects and corporate aviation;
- Invested in a modern IT platform and progressed business process improvement programmes;
- Competed for several tenders for airfield and air traffic services in the UK, and become established as credible competitors to international players in their fields; and
- Won new marine services business, leveraging a strong operational reputation.

PoJL is ambitious and seeks to deliver solid business growth and diversification. At the airport, there is a commitment to deliver the capital redevelopment plan which will provide the operation with the platform to optimise commercial opportunities and deliver an appropriate rate of return.

In addition to and symbiotic with making Jersey Airport more attractive to current airline operators and airport users, key areas of opportunity exist in:

- An exciting £42 million Airport Redevelopment Programme;
- Redevelopment and expansion of the passenger retail offer;
- Creation of new facilities to assist in driving new 3rd party revenue streams;
- Leveraging the best-in-class investment in air traffic control technology and practices, including leading edge remote towers operation;
- Investing in new hangars and facilities, as well as identifying and promoting the development of general aviation, business aviation and potentially MRO operations; and
- Expanding already existing ancillary operations streams for commercial benefit and operational efficiency.

In the harbours operations, there are significant opportunities for development and growth. PoJL is nearing completion of a Harbour Development Master Plan, which will see transformational investment projects across the estate for decades to come. Additionally, PoJL has prospects for:

- The redevelopment and/or improvement of the key marina operations;
- Upgrades to the ferry terminals and freight facilities;
- Real estate development for warehousing, operational facilities, retail and leisure offerings;
- Expansion of Marine Services business lines; and
- Participation in renewable energy projects.

PoJL has, in both the airport/ATC and harbour/coastguard operations, made impressive strides in the investment in and deployment of world-class technology, which provides to the organisation skills and know-how which could be monetised in providing services and consultancy to others, both near and further afield.

Further information can be found at [www.ports.je](http://www.ports.je)

## **The Board**

In 2010 the Minister for Economic Development took the decision to establish a Shadow Board. On the Shadow Board's advice, the Minister approved the integration of the Harbours and Airport into one organisation and the businesses were successfully integrated in early 2012. In mid-2012 the Shadow Board advised the Minister that incorporation represented the best option to deliver a sustainable commercial future and as a consequence agreement was achieved through the States Assembly. This structural change led to the formation of a statutory board, steering a new and more commercial organisation to deliver an ambitious growth strategy.

The current non-executive Chair of PoJL is Charles Clarke. There are at present two executive Members of the Board, the recently appointed CEO Matt Thomas (formerly CEO of Shannon Group and due to join in July 2019) and the CFO Andrew Boustouler. There are five non-executive Directors in addition to the Chair, with appointments drawn on the basis of their skills and experience from a

wide range of interests including aviation, maritime, government and regulatory, commercial, financial, stakeholder management; project and programme management as well a rich empathy for Jersey as a place and the Ports' customers.

The Board started a succession process in 2016 with the aim of the whole Board having turned over in a structured manner before the ninth anniversary of their original appointment. This process continues with the retirement of the current Chair Charles Clarke followed shortly thereafter by the current Senior Independent Director (SID), John Mills. Their replacement will complete the Board refreshment plan established in 2016.

In addition to the Chair search a concurrent process is underway to secure one to two further directors thereby ensuring the Board remains at full strength.

## The Role of the Chair

The Chairman is responsible for leading the Board in fulfilling its collective duties and responsibilities and acting as a confidant, advisor and supporter to the Chief Executive Officer.

### Key Responsibilities:

- Setting the style and tone of Board discussions and creating the overall conditions for Board and Director effectiveness;
- Ensuring that the Board as a whole is enabled to play a full and constructive part in the development and determination of the company's strategy and overall commercial objectives; and
- Ensuring that the development of the business receives sufficient attention from the Board: and
- Managing and protecting the company's reputation in the small community of Jersey and further afield.

### Meetings:

- Ensuring that the Board's agenda takes full account of the important issues facing the company, the concerns of all Board members and that it primarily focuses on strategy, performance, value creation and accountability and that issues relevant to those areas are reserved for Board decision;
- Ensuring that members of the Board receive accurate, timely and clear information on the company's performance; the issues, challenges and opportunities facing PoJL; and in relation to matters which are reserved to it for decision;
- Ensuring that the Board determines the nature, and extent, of the significant risks PoJL is willing to take to achieve its strategic objectives; and
- Arranging, where appropriate, such informal meetings involving directors, including between non-executive Directors, as may be required to ensure that sufficient time and consideration is given to complex, contentious or sensitive issues.

### Induction, development and performance evaluation:

- Ensuring that new Directors participate in a full, formal and tailored induction programme, facilitated by the Company Secretary;

- Taking the lead in identifying and seeking to meet the development needs both of individual Directors and of the Board as a whole, facilitated by the Company Secretary and the Chief Executive Officer; and
- Ensuring that the performance of the Board as a whole, each of its Committees, and each individual Director as regards their Board and/or Committee role(s), is formally and rigorously evaluated at least once a year.

**Relations with shareholders and wider stakeholders:**

- Ensuring that there is effective and appropriate communication of financial and other information by the company to its shareholders, by the Chief Executive Officer and other executive management, and, when necessary by him/herself and/or by the non-executive Directors of the Board;
- Provide close support to the Chief Executive Officer in assuring strong political, governmental and regulatory relationships such that the company can conduct its business in an optimal trading environment; and
- Ensure that all members of the Board develop an understanding of the views of the major shareholders, investors and stakeholders in the company and that there is an open dialogue with shareholders.

**In addition, the Chairman should:**

- Demonstrate ethical leadership;
- Promote the highest standards of integrity, probity and corporate governance throughout the company and specifically at Board level;
- Ensure, with the advice of the Company Secretary where appropriate, that the Board's approved procedures, including the matters reserved to the Board for its decision and each Committee's terms of reference, are appropriate and are complied with;
- Ensure that succession planning and the composition of the Board are regularly reviewed; and
- Propose, in conjunction with the Nomination Committee, the membership of the Board's Committees and their Chairmen.

## Desired Skills and Experience

PoJL is a relatively complex and diverse business, strategically important to the prosperity of Jersey with a strong public interest mandate. Balancing this public service obligation with the need for greater commerciality, revenue and profit generation to deliver against the financial and physical objectives established in the process of incorporation, is a complex challenge. This role requires an individual capable of navigating this complexity as it applies to the success of PoJL, shareholder and stakeholder expectations, the needs of business and the general public and the various regulatory requirements that govern the port and airport sectors. Ensuring that PoJL is effective in managing all of these relationships and assuring the efficacy of the various lines of communication will be crucial if PoJL is to deliver against the demanding long-term challenge it has been set.

- Given that the whole Board will have been refreshed in a three-year period and the appointment of a new Chief Executive Officer, the Board at this moment in time is seeking an individual with strong chairing, influencing and communication skills;

- There is sensitivity toward the balance of on and off-island directors on the Board, but for this role PoJL are open to applications from either (note: should candidates be resident off-island they should be prepared and able to make the necessary time commitments to the role. This is to enable them to build an extensive network of strong relationships across the various stakeholder groups and in so doing become sensitive to key local issues);
- Candidates with the following experience would also be viewed positively:
  - Executive or non-executive background in a company operating within a regulated sector;
  - Executive or non-executive background in one or more government owned entities with developed skills in political and senior officer stakeholder management; and
  - A strong track record as a non-executive Chair.

Candidates will be expected to have a high level of integrity, proven team building skills, strong interpersonal and communication abilities. They must be capable of forging excellent relationships with a group of strong individuals, able to get the best from each Director on the Board, whilst stimulating and encouraging diverse thinking in the team. If coming from another sector, they should also have the ability to learn quickly about PoJL's business and wider sectors of aviation and maritime ports. If not Jersey resident they should either have existing knowledge of, or the ability to quickly grasp, the particular characteristics of Jersey as a place.

## Time commitment

The Chair is appointed by Susie Pinel, the Minister for Treasury and Resources, for a three year term extendable by a further three years by mutual consent.

The Board meets 9 times a year with Board Committees planned around these, as are a couple of away days. It is possible there may be the odd ad hoc Board meeting in addition. The Chair has additional involvement in the company, working closely with management to support and oversee the implementation of strategy, assist with high profile relationships and issues and act as an advocate for PoJL within and outside Jersey.

The overall time commitment expected of the Chair amounts to about 50 days a year (for candidates not resident in Jersey there will be additional travel time and the potential need to commit more time to developing stakeholder relationships) and is rewarded with a fee of £50,000 plus associated expenses.

## Next steps

For an informal discussion on the role please call Giles Naylor of Satori Executive Search who is conducting the search on behalf of Ports of Jersey. He can be reached as follows:

[Giles.naylor@satorisearch.com](mailto:Giles.naylor@satorisearch.com) or on 07939 224565

To apply now please send a copy of your cv and a brief covering letter highlighting your relevant experience to [giles.naylor@satorisearch.com](mailto:giles.naylor@satorisearch.com)

Candidates should be mindful of potential conflicts of interest and highlight these within their covering letter. If candidates are unclear about what constitutes a conflict they should contact Giles Naylor on the number above.

The process will include an initial interview with Satori Search and, subject to continued mutual interest, an interview with the PoJL Nominations Committee in Jersey on the 15<sup>th</sup> July.

## Personal data

In line with GDPR, we ask that you do NOT send us any information that can identify children or any of your Sensitive Personal Data (racial or ethnic origin, political opinions, religious or philosophical beliefs, trade union membership, data concerning health or sex life and sexual orientation, genetic and/or biometric data) in your CV and application documentation. Following this notice, any inclusion of your Sensitive Personal Data in your CV/application documentation will be understood by us as your express consent to process this information going forward. Please also remember to not mention anyone's information or details (e.g. referees) who have not previously agreed to their inclusion.

PoJL is an active supporter of boardroom diversity, as is Satori Executive Search. This search activity will be conducted and appointments made on merit, against objective criteria and with due regard for the benefits of diversity on the board.