

STATES OF JERSEY



STATES OF JERSEY DEVELOPMENT COMPANY LIMITED: RE-APPOINTMENT OF NON-EXECUTIVE DIRECTOR

Lodged au Greffe on 28th April 2015
by the Minister for Treasury and Resources

STATES GREFFE

PROPOSITION

THE STATES are asked to decide whether they are of opinion –

- (a) to re-appoint Mr. Paul Masterton as a Non-Executive Director of the States of Jersey Development Company Limited for a period of 3 years in accordance with the Memorandum and Articles of Association, to take effect from the delivery to the company of the notice referred to in paragraph (b) below;
- (b) to authorise the Greffier of the States for and on behalf of the States to deliver a notice to the States of Jersey Development Company Limited in accordance with Article 21(b) of the Memorandum and Articles of Association to give effect to the appointment.

MINISTER FOR TREASURY AND RESOURCES

REPORT

Background

The States agreed, at its meeting on 13th October 2010, to establish the States of Jersey Development Company Limited, which will form part of new arrangements for structuring the planning, development and implementation of major property and associated infrastructure regeneration projects in Jersey. The States of Jersey Development Company Limited has a key role in this as the delivery vehicle for property development on behalf of the States of Jersey.

The States also agreed at its meeting on 13th October 2010 to approve a new Memorandum and Articles of Association for the States of Jersey Development Company Limited (the “New Memorandum and Articles”) and authorised the Greffier of the States for and on behalf of the States to pass, together with the Treasurer of the States, one or more special resolutions of the company to adopt the New Memorandum and Articles.

These arrangements required the appointment of a Board of Directors comprising individuals with the skills, technical knowledge and standing to make the company a success. The Memorandum and Articles provide for the Board of Directors of the company to include –

- An independent Non-Executive Chairman appointed by the States;
- Three independent Non-Executive Directors appointed by the States; and
- A Non-Executive Director appointed by the Minister for Treasury and Resources to represent his interests.

Two of the current appointed Non-Executive Directors, Mr. Paul Masterton and Ms. Ann Santry, are reaching the end of their 3 year terms, and it is proposed that they are re-appointed for a further 3 years.

Non-Executive Directors

Ms. Ann Santry and Mr. Paul Masterton were appointed to the Board of the States of Jersey Development Company Ltd. for a period of 3 years with effect from 29th May 2012 and 12th July 2012 respectively. Both have confirmed their willingness to continue as Non-Executive Directors for a further 3 year period.

The Minister for Treasury and Resources recommends the re-appointment of a Non-Executive Director and a Ministerial Appointee with relevant experience who will provide strong leadership and oversight of the company in order to ensure that it operates within the agreed policies of the States and delivers projects aligned with the needs of the Island.

Minister’s recommendation for re-appointments

Both of the candidates are of an extremely high calibre and have brought with them a very strong set of skills, expertise and experience. The Minister recommends that Mr. Paul Masterton be re-appointed as a Non-Executive Director of the States of

Jersey Development Company Limited for a further period of 3 years in accordance with the Memorandum and Articles of Association.

In addition, the Minister will be re-appointing Ms. Ann Santry as the Ministerial Appointee.

The appointments will take effect following the delivery to the company of a written notice by the Greffier of the States in accordance with Article 21(b) of the New Memorandum and Articles.

A biography for each new appointment is attached in the **Appendix** to this Report.

The Minister is confident that the Non-Executive Directors will continue to provide a strong balance of skills, expertise and technical backgrounds that will help contribute to the success of the States of Jersey Development Company. The Board comprises an outstanding mix of both on- and off-Island experience, in order to ensure that the complex local environment is well understood and represented at the strategic level.

Financial and manpower implications

The remuneration levels for the Non-Executive Directors of the States of Jersey Development Company are set as follows –

- Non-Executive Directors – £15,000 for 15 days' commitment per annum.

An additional *per diem* rate will be available should additional commitment be required.

The proposed remuneration levels are regarded as appropriate given the size of the organisation and the need to attract the right calibre of individuals to the roles. The remuneration broadly reflects that of other comparable organisations.

The cost of remuneration will be borne by the States of Jersey Development Company Limited and not by the States of Jersey. There are therefore no financial or manpower implications for the States arising from the adoption of this Proposition.

Mr. Paul Masterton

Mr. Paul Masterton graduated from King's College London in 1979 with a BSc. Honours degree in Geography. In 1981 Paul achieved a Diploma in Management Studies at Kingston Polytechnic. From 1981 to 1983 Paul worked for Bradbury Wilkinson Limited. During his time there he held a series of management roles, these included General Manager of Securities Printers Limited in Thailand. He was also a Sales Representative in the Middle East.

In 1983 Paul moved to R.R. Donnelly, the world's premier global print provider. He commenced his time there as a Sales Representative and in 1986 became Sales Director for the UK, Europe and Asia. In 1989 Paul was appointed Sales Manager in New York. In 1991 to 1993 Paul was made Business Development Director for the mutual fund, insurance and managed care industries. Paul progressed to Vice-President, Shareholder Services, where he served from 1993 to 1996; in 1997 he was promoted to Senior Vice-President, Operations. Paul's last 10 years with R.R. Donnelly was spent as President. From 1998 to 2003 he was President, Financial Printing Group. Latterly, 2003 to 2008 he was President of Europe where he held P&L responsibility for multiple business-streams in Europe, with revenues of approximately \$1.3 billion. Paul successfully led the company's first acquisition in Eastern Europe, and under his leadership the company trebled print revenues.

Since 2008 Paul has served as Chief Executive of the Durrell Wildlife Conservation Trust, an organisation whose mission is to save endangered species from extinction. Durrell is headquartered in Jersey with 120 Jersey-based staff. Whilst Paul was at Durrell, he increased its commercial and charitable income, with the annual operating deficit reduced from £1 million in 2007 to £250,000 in 2011. Paul's other Board appointments since 2008 have included Non-Executive Director of Mauritius Wildlife Fund and Non-Executive Chairman of Allied Irish Bank International.

Since 2011, Paul has been Non-Executive Chairman of Digital Jersey, and currently holds Non-Executive directorships for the Insurance Corporation of the Channel Islands, 3i Infrastructure and the States of Jersey Development Company Limited.

Ms. Ann Santry

Ms. Ann Santry was educated in Cheltenham. She graduated from the University of Nottingham in 1979 with B.A. Honours degree in Geography and Archaeology. She then served as a Trainee Chartered Accountant at Binder Hamlyn in 1979. From 1980 to 1985 she held a series of roles with Notting Hill Housing Trust.

In 1985 she was appointed Development Manager at Battersea Housing Trust, where she served for a year. She was then appointed Development Manager at Newlon Housing Trust from 1986 to 1989. Following 3 years in post she progressed to Development Director at the Guinness Trust from 1989 to 1995. She took on her first Chief Executive role in 1995 at the Swaythling Housing Society Ltd. in Southampton, a regional housing association with an annual turnover of approximately £25 million. She spent 4 years in post; during this time she restructured the business to achieve operational savings.

Ann is currently Board Member and Chief Executive of the Sovereign Housing Association, where she has served since 1999. As Chief Executive of the 12th largest housing association in the UK, with a turnover of £224 million, Ann has successfully led and negotiated 3 mergers. Under Ann's leadership, Sovereign now owns and manages 37,588 homes valued at over £5 billion across over 60 local authorities. Included in Ann's Non-Executive portfolio, she is Vice-Chairman of the National Housing Federation, the national trade body for housing associations. She is also Chairman of CASE, a lobby group of housing association Chief Executives based in South-East England.