



Solent Freeport Consortium Limited
Non-Executive Director Recruitment Pack

May 2023

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Foreword

In December 2022, the Government announced that Solent Freeport was one of the first UK Freeports to be fully approved - testament to the commitment and vision of partners across the public and private sectors working together to achieve this transformational opportunity for our region.

As the UK's global gateway, the Solent is in the strongest possible position to expand our nation's trade with new markets as the UK establishes new trading relationships with the world. The Solent Freeport is an investment in our future which will ensure local people benefit from job creation and increased prosperity, regenerating our communities. It will attract investment in high quality employment and state-of-the-art growth sectors while partnerships with our three world-class universities and research assets are set to catalyse an innovation revolution in maritime, autonomy and green growth.

The leadership that the Solent Freeport Consortium Limited Board provides is central to the success of the Freeport and critical in ensuring we maximise the opportunities Freeport status offers, both regionally and nationally.

We are now looking to appoint new independent, non-executive directors to the Solent Freeport Board, offering an exciting opportunity for influential business leaders to champion the success of the Freeport and represent the Solent Freeport Consortium at the highest levels of Government, nationally and internationally. Each of these directors will chair one of the four Solent Freeport committees, and one will also be appointed as Deputy Chair of Solent Freeport Consortium Ltd.

Our new directors joining the Solent Freeport Consortium Ltd board, will be ready to work with partners across all sectors to deliver the aspirations of our region, capitalize on the opportunities presented and tackle the challenges involved in securing sustainable, private sector led economic growth. I am very much looking forward to welcoming new non-executive directors to our board and working together to secure the economic benefits the Freeport will bring for years to come.

Brian Johnson
Chair
Solent Freeport

Introduction

Freeports are a flagship government programme designed to play an important part in the UK's post-Covid economic recovery and contribute to realising the levelling up agenda, bringing jobs, investment and prosperity to some of the most deprived communities across the four nations of the UK with targeted and effective support.

The Solent Freeport is led by the Solent Freeport Consortium Limited: a company limited by guarantee, incorporated on 15 March 2021. Details on the Governance arrangements for the Company are set out in the Company's Articles of Association, which are available [here](#). The company has been established in response to the Government announcing the Solent as one of just eight Freeports in England at the March 2021 budget. The Solent Freeport has now completed its 'set-up' phase for achieving Freeport designation, culminating in the approval of a Full Business Case (FBC) during December 2022.

In order to ensure that the Solent Freeport can continue to draw upon a wide range of exceptional private sector expertise to support its continuing development throughout its delivery phase, the Board are now inviting applications for four new independent, non-executive director roles.

In addition to taking a seat on the Solent Freeport Board, the four newly appointed non-executive directors will take up a range of key positions on behalf of the company, as follows;

- Deputy Chair of the Solent Freeport and Chair of the Operations and Delivery Committee
- Chair of the Retained Rates Investment Committee
- Chair of the Finance, Resources and Audit Committee
- Chair of the Remuneration, Employment and Nominations Committee

Further information, including how to apply for these exciting and high-profile roles is included in this document.

A full Role Description and Person Specification for each of the four positions can be found [here](#).

The terms of reference for each of the Freeport Committees that the newly appointed Directors will lead can be found [here](#).

Further information in relation to Freeports can be found at: www.gov.uk and further information on the Solent Freeport can be found at: www.solentfreeport.com

Section 1: Applying to become a Solent Freeport Consortium Limited Non-Executive Director

1A: The roles and who we are looking for

The leadership that the Solent Freeport Consortium Limited Board provides is central to the success of the company. As such, the Solent Freeport Consortium Limited is seeking to recruit directors that are influential business leaders, who can act as champions for the Freeport's economic success.

All Solent Freeport Board Members require a strong and detailed appreciation of, and interest in, the strategic issues relating to, and drivers of, the economy of the Solent Freeport area and the various opportunities and challenges involved in securing sustainable, private sector led economic growth. Existing knowledge, understanding and experience operating within the Solent Freeport area is therefore strongly desirable, as are candidates with:

- A minimum of 2 years experience as a non-executive director on the Board of a successful company
- Previous experience operating at senior Board or Committee level in a complex, challenging and highprofile environment
- A strong and proven track record of business leadership at a senior level
- The ability to develop strong links with the Solent business community and the ability to build coalitions to leverage private sector involvement
- Substantial experience and understanding of structuring effective working relationships with the
 - private sector in local, regional, national and international fora
- A demonstrable commitment to leading and delivering economic change in the Solent area
- The ability to make informed, balanced and independent judgements on key economic issues
- The ability to consider the long term implications and broad view of issues, identifying opportunities and key risks
- The ability to act as an ambassador for the Solent economic area, with extensive experience of working within the private sector and engaging the confidence of local and central government (including Ministers of State), other public agencies as appropriate and key businesses and business organisations
- An understanding of what 'good governance' looks like in a regulated public sector environment gained through working with HM Government or the wider public sector

In addition to the above, we are seeking specific experience in relation to each role. For example, this will include previous experience serving on a relevant committee for at least 12 months and demonstrable professional experience or qualifications in a relevant area. A specific role description and person specifications for each position can be found at the following link: <https://solentfreeport.com/non-executive-director-roles/>

As committee Chairs, the Directors will chair all the meetings of their relevant Committee and be responsible for agreeing the agenda for each meeting. The terms of reference for each of the four committees including further detail can be found here: <https://solentfreeport.com/non-executive-director-roles/>

Directors may be expected to represent the Solent Freeport Consortium at the highest levels of Government, nationally and internationally, encouraging networking, joint working and inward investment.

In line with best practice set out in the [UK Corporate Governance Code](#)¹, we are seeking to appoint four truly independent Non-Executive Directors. Candidates are asked to consider this definition carefully in advance of submitting an application, which will include whether the candidate:

- has, or has had within the last three years, a material business relationship with the company either directly, or as a partner, shareholder, director or senior employee of a body that has such a relationship with the company;
- holds cross-directorships or has significant links with other directors through involvement in other companies or bodies;
- has close family ties with any of the company's advisers, directors or senior employees.

The Solent Freeport is committed to having a Board which embraces diversity and promotes equality of opportunity within the Solent economy. In line with this commitment, the opportunity to apply for the role of Chair is open to business leaders from all backgrounds and businesses of all sizes and sectors. We are particularly keen to encourage applications from female business leaders and business leaders from an ethnic minority background.

In terms of time commitments, it is expected that the Solent Freeport Directors will offer an equivalent of 2 days per month on a flexible basis and applicants should have sufficient time to meet their board and committee responsibilities.

All Directors can access impartial advice and support through the Solent Freeport Consortium Limited Chief Executive. On appointment to the board Solent Freeport Directors will be provided with a comprehensive, formal and tailored induction that will extend beyond the boardroom and they will be expected to undertake some external formal training to ensure they are fully briefed on their roles and the best practice requirements under the UK Corporate Governance Code.

Directors duties are set out in sections 171-177 of the Companies Act 2006 and the [Articles of Association](#) of the Solent Freeport Consortium Limited. All Solent Freeport Board Members are committed to securing and maintaining exceptional governance for Solent Freeport Consortium

¹ See UK Corporate Governance Code 2018 (Code Provision 10) for further details.

Limited. In this regard, Directors will play a key role in supporting the Board to meet this commitment through supporting the Solent Freeport Consortium's continued monitoring, review and development of governance structures, policies and procedures.

The Solent Freeport Consortium Limited has embraced the values as set out in the Nolan Principles and we expect everyone who works in and with the Solent Freeport in any capacity, including the Board of Directors, employees of the company and Accountable Body, contractors, agency staff, volunteers and people undertaking commissions on our behalf to display these behaviours at all times.

The Solent Freeport Consortium Limited also expects that everyone who works in and with the Freeport to act in such a manner as to justify public trust and confidence and to uphold and enhance the good standing and reputation of the Solent Freeport. We are committed to equality and valuing diversity within our workforce and we operate in-line with the Equality and Diversity Strategy of Portsmouth City Council, our accountable body. Individuals must therefore at all times carry out their duties with due regard to our Equality at Work policy. Our goal is to ensure that these commitments, reinforced by our values, are embedded in our day-to-day working practices with all our stakeholders, colleagues and partners.

1B: Other Information

Remuneration

Annual fee of £6,000 subject to tax and national insurance contributions as applicable. No pension entitlement. Alternatively, candidates may elect to take on a role as a voluntary position. In either case, reasonable expenses will be paid (in line with Solent Freeport Consortium Ltd policies).

Conflict of interest

Directors will be expected to adhere to normal conflict of interest arrangements, and their companies may be excluded from any contracts where Solent Freeport Consortium Limited has a direct financial or commissioning interest.

Conduct

The Chair role is high profile and responsible for decision making in relation to significant sums of public money. Therefore, in addition to usual requirements under Company Law, all Directors are expected to follow conduct themselves in accordance with ["The 7 principles of public life"](#).

Development and Training

The Solent Freeport Consortium Limited is committed to ensuring that Directors are able to make a real and significant difference to the Solent Freeport and to our economy. As part of this, we will ensure Directors are provided with access to an induction and ongoing development and training which will ensure Directors have an in-depth view of the key duties, roles and legal responsibilities of the role, as well as an understanding of their role in corporate governance, legal status of a company and implications of the Company Act 2006, and know how to maximise board effectiveness.

Section 2: Information for individuals interested in Applying to become a Solent Freeport Consortium Limited Non-Executive Director

2A: How to apply

If you would like to apply for a Solent Freeport Consortium Limited Non-Executive director role, please send us:

- A covering letter highlighting which of the four roles available you are interested in applying for and why you are interested in the post, the skills and experience you possess which you feel would be most relevant to the role and how you meet each of the person specification requirements listed in the relevant [person specification](#). Please note that applicants that would not be considered independent under the UK Corporate Governance Code are asked to provide an explanation within the covering letter to their application setting out the rationale as to why the Solent Freeport Consortium Limited should consider such an appointment.
- Your curriculum vitae (CV)

The preferred method of application is online at www.berwickpartners.co.uk/89098

If you are unable to apply online please email your application to:
response.manager@berwickpartners.co.uk

All applications will receive an automated response.

All candidates are also requested to complete an online Equal Opportunities Monitoring Form which will be found at the end of the application process.

For detailed information on how Berwick Partners process your personal data, please review their privacy policy on their website www.berwickpartners.co.uk/privacy-policy/

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.

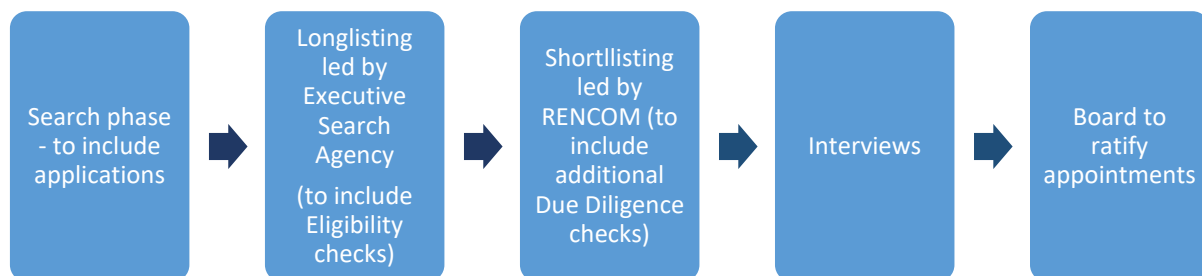
If you have any queries or would like more information in regard to this document, please contact: Marek Dobrowolski, Partner, on 0121 654 5975 (direct dial); 07793 529 576 (mobile) or email marek.dobrowolski@berwickpartners.co.uk

Please note that documents submitted as part of your application will be shared with Solent Freeport Consortium Ltd Remuneration, Employment and Nominations Committee (RENCOM) members; the Solent Freeport Consortium Ltd Company Secretary, and Portsmouth City Council (as accountable body to the Solent Freeport) in order to assess your application against the eligibility criteria in the person specification for eligibility and shortlisting purposes. If your application is considered to be shortlisted, these documents will be shared with other Solent Freeport Consortium Ltd Directors in order to inform the interview and appointment ratification process.

PLEASE NOTE THE CLOSING DATE FOR APPLICATIONS IS 23:59 ON FRIDAY 23RD JUNE 2023

2B: Process

The following diagram provides a summary of the process the Solent Freeport Consortium Limited intends to follow in securing the appointment of four new non-executive directors. Further details in relation to each stage are provided below.



Stage 1: Search phase to include applications.

Applications are invited from 15th May 2023 to 23rd June 2023. Solent Freeport Consortium Limited has enlisted the support of Executive Search agency Berwick Partners to supplement the advertising and promotion of the role.

In addition to the information provided in this document, the Solent Freeport Consortium Limited would also welcome informal discussions with any individual interested in applying for the role. If you would like to speak with the Chair of the Solent Freeport to discuss the role further ahead of applying, please contact us using the details provided in section 3. Please note that any potential applicants are asked to contact us well in advance of the deadline in order to ensure a call can be arranged.

Stage 2: Longlisting (to include eligibility checks).

Berwick Partners will review all eligible applications received against the published person specifications and eligibility criteria and develop a longlist of candidates.

Stage 3: Shortlisting (to include additional due diligence checks).

Berwick Partners will produce a shortlist of candidates to be presented to RENCOM. The Freeport reserve the right to introduce a first round of interviews to inform the shortlisting process, with an initial round of interviews held with Berwick Partners if required based on an assessment of the number and quality of applications received for any / all of the roles. A shortlist for each role will be agreed by RENCOM. All shortlisted applications will also be screened by RENCOM, the Solent Freeport Consortium Limited Company Secretary and S151 officer representative of Portsmouth City Council (as accountable body to the Solent Freeport) to ensure eligibility against the criteria outlined in the person specification. All applicants will be notified of the outcome of the shortlisting and eligibility checks.

Stage 4: Interviews. Shortlisted candidates will be invited to an interview with a panel drawn from the Solent Freeport Board. Following interviews with shortlisted applicants, the panel will make a recommendation to the Freeport Board on preferred candidates to be appointed.

Stage 5: Board to ratify appointment of new NEDs. In accordance with the Articles of Association of the Solent Freeport Consortium Limited, the decision to appoint up to four non-executive directors will be taken by the Solent Freeport Board by majority vote. All shortlisted applicants will be notified of the outcome following the ratification of an appointment by the Solent Freeport Board and the successful candidates will be appointed with immediate effect.

2C: Timetable

The following outlines the target timetable:

Date	Action
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Monday 15 th May 2023	Opening date for applications
Friday 23 rd June 2023	Closing date
w/c 3 rd July 2023	Applicants notified of outcome of eligibility checks and shortlisting
w/c 17 th July 2023	Interviews
w/c 7 th August 2023	All candidates notified of outcome and appointment announced

Please note that Solent Freeport Consortium Limited fully intends to adhere to the above timetable. However, Solent Freeport Consortium Limited reserves the right to depart from this timetable and will notify all candidates of any change to the timetable during the process.

Section 3: Contact Information

Should you have any enquiries in relation to any of the information included in this document, please contact us using the below contact information:

Marek Dobrowolski, Partner, Berwick Partners

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