

Position Specification

AWE plc

Non-Executive Directors

January 2021

Private and Confidential

AWE plc

For almost 70 years, the Atomic Weapons Establishment (AWE plc) has supported the UK Government's nuclear defence strategy and the Continuous At Sea Deterrent. The primary role of AWE plc is to manufacture, maintain and develop the warheads for Trident, the UK's ultimate deterrent.

Since 1993, AWE plc has been operated by private sector companies (most recently AWE Management) on behalf of Government. As announced in November, from the 1st July 2021, AWE plc will become an Executive Non-Departmental Public Body (NDPB), with the company wholly owned by the Ministry of Defence (MOD). The change in model will remove the current commercial arrangements, enhancing the MOD's agility in the future management of the UK's nuclear deterrent, whilst also delivering on core MOD objectives and value for money to the taxpayer. The decision was taken in order to simplify and further strengthen the relationship between the MOD and AWE plc, enhancing the MOD's ability to invest in the development of the workforce, technology and infrastructure, and therefore in the future of AWE plc.

Since notice was given on 2nd November, the MOD, AWE plc and AWE ML have been working closely together to plan the activities linked to transitioning to the new NDPB model. This will be completed in close co-operation with workforce representatives, regulators, and the supply chain. A Transition Board, jointly chaired by Director General Nuclear and the AWE plc CEO, has been established to oversee the transition activity and MOD expect to appoint Sir John Manzoni as the Chair in July 2021.

The Roles

The MOD wishes to appoint four non-executive directors to join the Board on its formation in July 2021. These will complement two further independent NEDs with sector expertise who will be directly appointed. The final board will likely comprise of the Chair, six independent Non-Executive Directors (NEDs), two NEDs appointed by the MOD as shareholder, and two executive directors. Appointees may be asked to chair various sub committees including Audit & Risk, Remuneration and Projects & Programmes. One appointee will become the Senior Independent Director.

The AWE plc Board is responsible for the leadership of an organisation at the heart of the UK's strategic nuclear deterrent, carrying out essential research and advanced manufacturing on the nuclear warhead. As an Independent NED on a fiduciary Board, you would:

- Contribute to setting, monitoring and challenging the strategic direction of AWE plc, by assisting in developing key strategic objectives, overseeing their achievement and ensuring they remain appropriate;
- Contribute to open and honest debate at Board meetings and provide constructive challenge to the executive decisions, adding diversity of thought and industry experience to the Board;
- Promote the long-term success of AWE plc and ensure the accountability of AWE plc, scrutinising the performance of management in meeting agreed goals and objectives, and monitoring the reporting of performance;
- Uphold high standards of integrity and probity, supporting the Chair and executive directors by seeking to instil the appropriate culture, values and behaviours in the boardroom and beyond;

- Commit sufficient time and resource to fulfil all functional responsibilities and continually develop personal capabilities to do so.

Candidate Profile

The MOD is looking for candidates with the following profile:

- UK national who is willing to undergo DV clearance (if successful);
- Focused on results and a willingness to look for solutions combined with an emphasis on targeted performance measurement;
- Pragmatic approach, including an ability to adapt quickly to fast moving situations; and
- Capacity to carry out this role effectively, with a commitment to AWE plc's mission, and desire to add real value to the Board and the business.

Essential skills:

- Proven expertise in one of:
 - Advanced manufacturing;
 - Large scale programme /complex infrastructure/ project management and assurance with capital intensive industries comparable to AWE plc;
 - Workforce strategy, culture change and incentivisation;
 - Finance and risk, with prior experience on an Audit Committee (please see below).
- Clear and effective influencing and communication skills, including an ability to operate effectively at Board level, challenging an executive effectively but constructively, and communicating with a wide range of audiences;
- An open mind with the courage to think independently and strategically, and an ability to effectively analyse complex issues while driving tangible delivery/change;
- Team working and collaboration skills, including an ability to work together with other executives and non-executives in a low ego environment to solve collective problems;
- A good understanding of large and complex organisations operating in a changing environment; and
- Credibility and communication skills to operate confidently and effectively at Board level, with the ability to articulate complex issues confidently and clearly both internally and externally.

In addition, it is essential that candidates for the **finance and risk role** have the competence to Chair the Audit & Risk committee with;

- A deep understanding of financial and wider control framework as well as expertise at developing and overseeing effective management information frameworks that drive organisational performance;
- Familiarity with systems of internal control, which provide assurance of effective and efficient operations, internal financial control, compliance with law and regulation, in order that they can satisfy themselves and the Board on the integrity of financial information and that the financial controls and systems of risk managements are robust and defensible;
- Knowledge and proficiency in accounting guidelines, the FRC Corporate Governance Code and risk fundamentals to ensure that AWE plc does everything required of it by law and regulation.

Desirable skills:

- Familiarity with the nuclear sector, or a similarly complex, high-hazard and regulated sector at an Executive or Non-Executive level;

- Expertise in managing capital projects;
- Expertise with transforming complex organisations;
- Working with the Public Sector, and knowledge and experience of major projects with government involvement;
- Familiarity with complex digital/IT projects; and
- For the **finance and risk role** it is desirable that candidates have experience as a Non-Executive Director and Audit Committee Member or as a CFO in a relevant but not conflicted business.

One of the four appointees will also act as the **Senior Independent Director** who will;

- Serve as a sounding board for the Chair to discuss confidential issues related to Board governance and performance and concerns raised by directors, shareholders or employees;
- Act as an intermediary for confidential discussions with NEDs, including carrying out an annual appraisal of the Chair's performance as appropriate;
- Be available as an additional channel of communications for shareholders;
- Serve as Chair of the Nomination Committee when the Board is considering succession to the role of Chair of the Board.

Please note this position specification is not exhaustive. There will be other accountabilities not specified here that would be expected from the Non-Executive Director(s).

Terms of Appointment

- The role of a Non-Executive Director is expected to take up to **2 days per month**.
- Remuneration for these posts will be **£29,995 per annum**.
- Successful candidates will be appointed for a fixed term, normally **up to three years**, following a process of open competition managed by the Ministry of Defence.
- Candidates may be reappointed for a further term, subject to mutual agreement and meeting required performance standards.
- These appointments are not pensionable.

Location

- The Board will routinely meet in London or Aldermaston.

Eligibility

- These posts are reserved for **UK Nationals only**.
- The successful candidate must be hold or be willing to obtain security clearance to **Developed Vetting** clearance level. Further information is available [here](#).
- Candidates must note the requirement to declare any interests that they have that might cause questions to be raised about their approach to the business of AWE, including any relevant business interests, shareholdings, positions of authority, retainers, consultancy arrangements or other connections with commercial, public or voluntary bodies, both for themselves and for their spouses/partners.

If you believe you have a conflict of interest, please contact Russell Reynolds Associates before submitting your application.

Standards in public life

It is important that all public appointees uphold the standards of conduct set out in the Committee on Standards in Public Life's Seven Principles of Public Life (Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty and Leadership) and are expected to adhere to the Code of Conduct for Board Members of Public Bodies.

Further information is available:

- The 7 Principles of Public Life: [here](#)
- Cabinet Office Code of Conduct for Board Members of Public Bodies: [here](#)

Recruitment Process

The Ministry of Defence has appointed Russell Reynolds Associates to support this recruitment.

- The selection panel for this role will assess applications on merit in determining the candidates considered most suitable for this appointment.
- The Ministry of Defence reserves the right to make any offer of appointment conditional upon references and satisfactory conclusion of security enquiries.
- The provision of false or misleading information by a candidate who is appointed will be grounds for termination without notice.

The Appointment Panel will include:

- Sir John Manzoni, Appointment Panel Chair
- Henry Lloyd, Director, UKGI
- Nicole Kett, Director, Strategy & Policy, Defence Nuclear Organisation, MOD
- A further independent member

Indicative timetable (subject to change)

Close advertisement	Noon, 3 February 2021
Short List Meeting	Early March 2021
Final Interviews	Mid to late March 2021
Appointment(s) announced	Mid-April 2021

If you need further information *about this role*, please contact Responses@RussellReynolds.com.

How to apply

Please submit materials by email to Responses@RussellReynolds.com. The closing date for applications is **Noon, Wednesday 3rd February 2021**.

Your submission should include:

- The reference number in the subject line **2012-032L**
- A **short covering letter** of not more than three A4 sized pages explaining why this appointment interests you and giving evidence of how you meet the appointment criteria and competencies as detailed in the person specification.
- Your **current CV** with educational and professional qualifications and full employment history, explaining any gaps in your employment history, giving details where applicable, of budgets and numbers of people managed, highlighting relevant achievements in recent posts.
- The names of two referees who may be contacted at short-list stage, i.e. before the final interview, describing in what capacity and over what period of time they have known you. Referees will not be contacted without your consent.
- Notification of any dates you are unable to accommodate within the indicative timetable set out above.

In addition, your application should include the following documentation:

- **'Appendix I - Application form'** with both section A and B completed:

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- **Section A:** Diversity Monitoring Form. We are committed to recruiting public appointees that reflect the diverse communities we serve. The diversity information you provide will help support monitoring our recruitment processes to ensure they are fair to all and allow us to attract diverse and talented candidates. The data in this section is collated anonymously and will not be disclosed to anyone involved in assessing your application.
 - **Section B:** Conflicts of Interest. Applicants will be asked to declare any potential conflicts. This data will be shared with the panel.

Please note: due diligence will be carried out on all shortlisted candidates.