

THE STATES OF DELIBERATION
of the
ISLAND OF GUERNSEY

STATES' TRADING SUPERVISORY BOARD

APPOINTMENT OF A NON-EXECUTIVE DIRECTOR – GUERNSEY ELECTRICITY LIMITED

The States are asked to decide:-

Whether, after consideration of the policy letter entitled 'Appointment of a Non-Executive Director – Guernsey Electricity Limited' dated 19 December, 2024, they are of the opinion:-

1. To approve the appointment of Mr Julian Critchlow as a non-executive director of Guernsey Electricity Limited with immediate effect.

The above Proposition has been submitted to His Majesty's Procureur for advice on any legal or constitutional implications in accordance with Rule 4(1) of the Rules of Procedure of the States of Deliberation and their Committees.

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APPOINTMENT OF A NON-EXECUTIVE DIRECTOR – GUERNSEY ELECTRICITY LIMITED

The Presiding Officer
States of Guernsey
Royal Court House
St Peter Port

19th December, 2024

Dear Sir

1 Executive Summary

- 1.1 The purpose of this policy letter is to seek the States' approval for the appointment of a new non-executive director to the Board of Guernsey Electricity Limited (GEL).

2 Background

- 2.1 In accordance with the States Trading Companies (Bailiwick of Guernsey) Ordinance, 2001 (as amended), non-executive directors of the States Trading Companies¹ are appointed by the States upon the nomination of the States' Trading Supervisory Board (STSB).
- 2.2 The role of the STSB in the non-executive director recruitment process is set out in its Memorandum of Understanding (MoU) with GEL. The terms of this MoU provide that the company and the shareholder will agree formal, rigorous and transparent procedures for the appointment of non-executive directors. This includes that GEL must request the STSB's agreement to the qualifying criteria candidates will need to meet and review with the Board its proposed shortlist of candidates prior to inviting them for interview.
- 2.3 In accordance with the oversight procedures outlined in paragraph 2.2, GEL has recently undertaken a recruitment exercise to identify a candidate to replace its

¹ For the purposes of the Ordinance, only Guernsey Electricity Limited and Guernsey Post Limited are designated as States Trading Companies.

current Chairman, Mr Peter Shaefer, who is due to retire from the Board at the company's 2025 Annual General Meeting² (AGM).

- 2.4 The recruitment process identified a shortlist of five candidates with the appropriate skills and expertise required to complement the existing membership of the Board. These candidates were put forward for interview by a Panel including representatives of the STSB and GEL's Board.
- 2.5 Following the interview process, Mr Julian Critchlow was recommended to the STSB for appointment as a non-executive director of the company. Having carefully considered the recommendation, the STSB supports the proposed appointment, which GEL is recommending becomes effective immediately to allow for a handover period prior to Mr Shaefer's retirement at the next AGM.
- 2.6 A summary of the candidate's curriculum vitae is included in Appendix 1.

3 Compliance with Rule 4

- 3.1 Rule 4 of the Rules of Procedure of the States of Deliberation and their Committees sets out the information which must be included in, or appended to, motions laid before the States.
- 3.2 In accordance with Rule 4(1):
 - a) The States Trading Companies (Bailiwick of Guernsey) Ordinance, 2001 (as amended) requires the Proposition to be put to the States;
 - b) The Proposition is being put forward following a process that included engagement and consultation between GEL and the STSB;
 - c) The Proposition has been submitted to His Majesty's Procureur for advice on any legal or constitutional implications;
 - d) There will be no additional financial implications to the States of Guernsey of carrying the proposal into effect.
- 3.3 In accordance with Rule 4(2):
 - a) The Proposition relates to the duties of the STSB to carry out the States' role as shareholder of incorporated companies which are owned by the States

² At the time of the submission a date for the 2025 GEL AGM is yet to be determined. However, in accordance with the terms of the company's Memorandum and Articles of Association this must be held no more than 15 months after the previous AGM. Consequently, the 2025 AGM will be held no later than 20 August, 2025.

and which the States have resolved to include in the mandate of the Board;

b) The Proposition has the unanimous support of the Board.

Yours faithfully

P J Roffey
President

C N K Parkinson
Vice-President

N G Moakes
Member

M R Thompson
Non-States Member

S J Thornton
Non-States Member

CURRICULUM VITAE**Mr Julian Critchlow**

Julian Critchlow has had a long career in energy consulting, with extensive Board governance having worked with boards of major global energy players and having undertaken both executive, non-executive and Chair roles with a number of energy businesses and committees. Mr Critchlow has a deep understanding of energy transition including policy, regulation, strategy, government and stakeholder engagement.

Julian is an Advisory Partner with Bain & Company, working with clients globally to navigate the Energy and Carbon Transition. He is also a non-executive director of Nyobolt, a Cambridge based technology company pioneering fast charging energy storage systems and Chair of the Advisory Board for Cambridge University Centre for Better Futures.

Formerly Julian was the Director General, Energy Transformation and Clean Growth at the UK government Department of Business, Energy & Industrial Strategy. He was responsible for cross government action to deliver net zero domestically and internationally, delivering innovative programmes such as EV charging infrastructure, Heat & Building Strategy, Industrial Decarbonisation and the development of Carbon Capture and Storage (CCS) and hydrogen.

Prior to joining the UK civil service, Julian was a director in the London office of Bain & Company. As head of Bain's Global Utilities & Alternative Energy Practice, he worked with senior executives in leading utilities around the world on their key strategic, operational and organizational issues. He also led Bains' work with the World Economic Forum on the Future of Electricity and was a member of the Global Future Council on the Future of Energy.

Based in Kent, Mr Critchlow is a keen cold-water swimmer, having swum the English Channel four times and is a regular visitor to Guernsey and the surrounding islands.

He holds an MBA from the Wharton School of Business and an M.A./M.Eng. in Chemical Engineering from the University of Cambridge.