

Chairman's statement

**BOARD OF DIRECTORS**

Directors' Report

Financial information

Other information

NON-EXECUTIVE  
DIRECTORS

1 2 3 4

EXECUTIVE  
DIRECTORS

5 6 7

**NON-EXECUTIVE DIRECTORS**

**1 MARTIN CLARK** Non-executive Chairman. Joined the Board in 2001. He was previously a non-executive director of BPB plc, Blick plc, Clarkson plc, and ICM Computer Group PLC. He is Chairman of the Nominations Committee.

**2 DAVID BEST** Non-executive Director. Joined the Board in May 2007 and is also non-executive director of St Ives plc. He is a Chartered Accountant and was formerly Group Finance Director of Xansa plc. He is Chairman of the Audit Committee and of the Trustee Board of the Senior plc Pension Plan. The Board considers David Best to be independent.

**3 IAN MUCH** Non-executive Director and Senior Independent Director. Joined the Board in 2005 and is also non-executive director of Chemring Group plc, and Simplyhealth Group. He was formerly Chief Executive of De la Rue plc. He is Chairman of the Remuneration Committee. The Board considers Ian Much to be independent.

**4 MICHAEL STEEL** Non-executive Director. Joined the Board in May 2008. Previously President of the Mechanical Systems business of GE Aviation Systems (formerly Smiths Aerospace), where he had worked for 17 years in various senior commercial and operational roles managing US and UK aerospace businesses. The Board considers Michael Steel to be independent.

**EXECUTIVE DIRECTORS**

**5 MARK ROLLINS** Group Chief Executive. A Chartered Accountant, he joined the Group in 1998 from Morgan Crucible plc, and became Group Finance Director in 2000, when he joined the Board. He became Group Chief Executive, and Chairman of the Health, Safety and Environment Committee, in March 2008. He is a non-executive director of WSP Group plc.

**6 SIMON NICHOLLS** Group Finance Director. A Chartered Accountant, he joined the Group in April 2008 from Hanson plc, where he worked for nine years, latterly as Chief Financial Officer for Hanson's North American operations. He joined the Board in May 2008.

**7 MIKE SHEPPARD** Executive Director. Joined the Board in September 2002. A US citizen, he has worked for the Group for more than 20 years, and is the Chief Executive of the Flexonics Division.

**GRAHAM MENZIES** Former Group Chief Executive; retired from the Board in April 2008.

# BOARD OF DIRECTORS

Chairman's statement

**BOARD OF DIRECTORS**

Directors' Report

Financial information

Other information



MEMBERS OF THE EXECUTIVE COMMITTEE

FAR LEFT: RON CASE  
LEFT: LAUNIE FLEMING

## MAIN BOARD

The main Board met a total of nine times during the period 1 January 2008 and 31 December 2008. There was full attendance at every Board meeting during the year.

## AUDIT COMMITTEE

David Best (Chairman), Ian Much and Michael Steel. Michael Steel was appointed to the Committee in May 2008, upon his appointment to the Board. The Committee met three times during the year.

## NOMINATIONS COMMITTEE

Martin Clark (Chairman), David Best, Ian Much and Michael Steel. Michael Steel was appointed to the Committee in May 2008, upon his appointment to the Board. The Committee met five times during the year.

## REMUNERATION COMMITTEE

Ian Much (Chairman), David Best, Martin Clark and Michael Steel. Michael Steel was appointed to the Committee in May 2008, upon his appointment to the Board. The Committee met five times during the year.

## HEALTH, SAFETY & ENVIRONMENT COMMITTEE

Mark Rollins, Mike Sheppard, Ron Case (Chief Executive of Aerospace Structures) and Launie Fleming (Chief Executive of Aerospace Fluid Systems). Mark Rollins became Chairman of the HSE Committee upon Graham Menzies' retirement. Launie Fleming joined the HSE Committee in October 2008. The Committee met five times during the year. James Pomeroy, the Group HSE Manager, also attends each Committee meeting.

There was full attendance at every meeting of the Committees of the Board during the year.

## EXECUTIVE COMMITTEE

The Executive Committee, although not formally appointed as a Committee of the Board, oversees the running of all Senior Group operations.

It comprises three members of the Board: Mark Rollins, Simon Nicholls and Mike Sheppard; together with Ron Case (Chief Executive of Aerospace Structures) and Launie Fleming (Chief Executive of Aerospace Fluid Systems), whose biographical details are set out below. Bindi Foyle, Group Financial Controller, acts as Secretary to this Committee.

**RON CASE** A US citizen, he has worked for the Group for more than 10 years, and is the Chief Executive of Aerospace Structures. Joined the Executive Committee upon his appointment as a Divisional Chief Executive in 2004. Prior to that appointment he had been Chief Executive of Senior Aerospace Jet Products and of Senior Aerospace Ketema.

**LAUNIE FLEMING** A US citizen, he has worked for the Group for more than 10 years. Joined the Executive Committee upon his appointment as Chief Executive of Aerospace Fluid Systems in September 2008. Prior to that appointment he had been Chief Executive of Senior Aerospace SSP.

The purpose of the Committee is to assist the Group Chief Executive in the performance of his duties, including:

- the development and implementation of strategy, operational plans, policies, procedures, and budgets;
- the monitoring of operating and financial performance;
- the assessment and control of risk;
- the prioritisation and allocation of resources; and
- the monitoring of competitive forces in each area of operation.

The Committee is also responsible for the consideration of all other matters not specifically reserved for consideration by the Board. A report on the Executive Committee's activities is provided to the Board by the Group Chief Executive at each Board meeting.