

Public Interest Director opportunities in Scottish infrastructure companies

The Scottish Futures Trust is seeking up to four individuals to nominate into remunerated Public Interest Director roles across 13 project companies delivering education, health and roads infrastructure in Scotland. The companies were all established under design, build, finance and maintain contracts using non profit-distributing principles (NPD).

The projects have completed their construction phases and the assets are all in use. Applicants must have project finance experience and an understanding of the principles of public life and the NPD principles which are to be upheld.

- **Location: Attendance at Board meetings at various locations in Scotland**
- **Time Commitment: 12-15 days per annum per directorship.**
- **Term of appointment: Three year initial term, potential further three year term**
- **Remuneration: Yes, varies between contracts**
- **To apply, please send your CV and covering letter to HR@scottishfuturestrust.org.uk**
- **Closing time and date for applications is 5pm on Wednesday 2 June 2021**

Scottish Futures Trust

For more than a decade the Scottish Futures Trust (SFT) has been at the forefront of improving public sector infrastructure across Scotland. Established by Scottish Government as a centre of infrastructure expertise, we provide additional skills, resource and knowledge to public sector organisations, supporting them to build resilient and sustainable places, drive inclusive economic growth and transition to a net zero society.

In 2011, SFT developed the Non Profit-Distributing (NPD) programme which was designed to deliver investment in new assets across a range of sectors including health, education and transport. The projects require the private sector to design, build, finance and maintain the asset broadly following existing early public private partnership commercial structures. However, these projects differ in that they are designed to be non-profit distributing with any surplus which arises in the delivery company, after the contracted costs are paid, being returned to the public body which procured the services.

In order to protect the NPD principles, Public Interest Director ("PID") roles were created to improve the transparency of the companies delivering the NPD projects and to ensure the non-profit distributing attributes were protected. The companies are owned by the procuring public body and the private sector investors for each project.

Each company board has a number of private sector investor company directors, a Public Interest Director, who is also a full company director, and, an Observer nominated by the public body.

The Opportunity

SFT has previously nominated experienced SFT employees into PID roles and now wish to change the approach, and select a small number of individuals outside of the organisation with the required skills and experience to be nominated as the new PIDs. The intention is that individuals will be nominated to take on a minimum of three company directorships.

Project Co	Project	Sector
NYOP Education	Aberdeen 3Rs	Education
IPP Ltd	Moray School	Education
Taycare Health Ltd	NHS Tayside: Murray Royal Hospital and Stracathro Hospital	Health
Glasgow Learning Quarter	City of Glasgow College New Campus	Education
Galliford Try Equitix Inverness Ltd	Inverness College New Campus	Education
C3 Investments in Ayrshire College Education Ltd	Kilmarnock New Campus	Education
Scot Roads Partnership Project Limited	M8/M73/M74 Motorway Improvements	Transport
Aberdeen Roads	AWPR	Transport
Balfour Beatty Healthcare (Irvine) Ltd	Acute Mental Health and North Ayrshire Community Hospital	Health
Seacole National Centre	SNBTS	Health
IHS Lothian	RHSC + DCN	Health
Highwood Health	Dumfries and Galloway Hospital	Health
Robertson Health	NHS Orkney	Health

Public Interest Director Responsibilities

The responsibilities of the PID are in addition to the normal responsibilities of a company director under the Companies Act. The specific responsibilities vary slightly between companies and individual details will be made available for applicants at the interview stage.

PIDs are expected to support the board in seeking to ensure that Project Co strives at all times to meet its contractual obligations under the terms of the Project Agreement. In particular the PID will monitor the board's compliance with, and exercise their rights and powers as a director of Project Co in a manner designed to protect, the following principles:

- Non-payment of any dividends to the shareholders of the project company.
- Payments of all surplus payments to the authority (after satisfaction of all other legal liabilities and obligations of the company).
- The operation of the provision in company's articles of association for the appointment of the PID to the board.

A standard set of PID responsibilities, and further detail on the nomination and appointment process is available [here](#).

Remuneration

Varies between companies, on average £16,400 per directorship.

Experience SFT will seek from potential nominees

Individuals wishing to be selected for nomination to these roles should be able to demonstrate:

- Experience of design, build, finance and maintain (DBFM) projects and project finance demonstrating a clear understanding of the roles and responsibilities of the delivery company in these structures. This should include an appreciation of the approaches which may be required to ensure the NPD principles, which the PID will be responsible for upholding, are met.
- Experience of operating at a Director level within relevant organisations including:
 - Corporate governance and risk: experience of overseeing effective governance whilst providing challenge and scrutiny to the senior team. An understanding of financial management, audit and risk management.
 - Managing performance: An understanding of what a board/organisation is required to do within the context of a delivery company structure.
 - Managing disputes: experience in the management of conflicts and resolution of disputes at a Board level.
- Experience of the commercial framework utilised to deliver DBFM projects and the performance regimes associated with these projects.
- An understanding of the policy context and the role of DBFM assets in service provision.
- An understanding of the principles of public life and the NPD principles which are to be upheld.

In undertaking these roles, it is important that the individuals selected have no conflicts of interest. Examples of a conflict of interest, would include commercial or contractual relationships with any of the parties involved in the projects be it the public body, the project sponsors, lenders or key sub-contractors. In addition, Nominees would not be expected to have any other commercial relationship with SFT as either an employee or contractor.

SFT will nominate individuals to the PID roles for a fixed term of three years with an option to nominate for a further three years. The director appointments are made by the NPD company.
