



# UK SHELL PENSION PLAN (UKSPP)

2023 Rules for the Nomination and Selection of  
Member Nominated Directors of the Trustee Company

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## Introduction

UK Shell Pension Plan Trust Limited (“UKSPPTL”) is the corporate trustee of the UKSPP. The Board of Directors of UKSPPTL is responsible for the UKSPP’s governance. The Board consists of five directors:

- Three directors appointed by Shell as the sponsor; and
- Two directors are chosen by the membership of the UKSPP (Member Nominated Directors - “MNDs”).

The MNDs are nominated and chosen in accordance with procedures established by UKSPPTL in accordance with the Pensions Act 2004. UKSPPTL will review the procedures set out in these rules at least once every five years to ensure they remain appropriate for the UKSPP.

The term of office of an MND is coming to an end and so the Trustee is running a selection exercise. The term of office will be four years. Information on the role of an MND can be found in the guide entitled “Introduction to Trusteeship” which is available on request from the Trustee Services Unit and the “Guidance for Trustees” which is produced by The Pensions Regulator and is available on the following website:

<http://www.thepensionsregulator.gov.uk/guidance/guidance-for-trustees.aspx>

The MND will be selected from current employees who are members (active or deferred) of the UKSPP and have been an active member within the previous five years. Members may nominate themselves and successful applicants will be interviewed by a selection panel.

## Selection key dates

The key dates are summarised as follows:

Event	Date
Candidate nomination period opens	3 April 2023
Candidate nomination period closes	28 April 2023
Selection panel interviews	15 May 2023
Successful candidate appointed	1 June 2023
First Board meeting	13 June 2023

## Eligibility to stand as a candidate for appointment as an MND

To stand for selection as an MND, you need to nominate yourself and satisfy the following requirements:

- on 28 April 2023 (the closing date for nomination), you must be an employed member of the UKSPP (if you are a deferred member who is still employed by the Company you are eligible to nominate yourself as a candidate if you were an active member of the Plan within the previous five years);

- you must expect to be able to complete a four-year term of office as an employed member of the UKSPP;
- if you do not work in London, you must be able to be in London to attend all Board meetings (subject to any future restrictions on travel, for example, due to COVID). Any out-of-pocket expenses incurred by you on Trustee business should be borne by your local business cost centre;
- you must obtain the approval of your line manager and they must sign your nomination form to confirm approval;
- you must not be a director of the Principal Employer (Shell International Limited);
- you must not be employed in certain business areas involved with UKSPP matters, including the Trustee Services Unit, certain roles in HRUK and Group Pensions. In addition, members who provide advice in respect of UKSPP matters to any of these departments on a regular basis cannot stand as candidates for selection; and
- you must not seek selection on the basis of representing any particular interests; all Trustee Directors must act in the best interests of all beneficiaries of the UKSPP.

In addition to the above, the Pensions Act 1995 sets out certain overriding circumstances in which individuals are disqualified from being Trustee Directors; for example, where the individual has an unspent conviction involving dishonesty or deception or where the individual is an undischarged bankrupt. All candidates for selection will be asked to confirm that they are not disqualified by the Pensions Act 1995. More details about the disqualification criteria are set out in the guide: "Introduction to Trusteeship."

All candidates successfully selected as MNDs are eligible for future re-selection provided they still satisfy the eligibility requirements at the time of the selection.

## **Nomination Rules for MND candidates**

If you wish to be an MND candidate then you must:

- submit a current Curriculum Vitae;
- complete the MND nomination form;
- signify your willingness to stand for selection by signing the declaration on the nomination form;
- ask your line manager to sign the declaration form to confirm their support for your nomination.

Certain standard information is requested in the MND nomination form, for example your job title and name of Shell company, department and site where you are currently employed.

The completed nomination form and Curriculum Vitae must be sent by e-mail to [SI-UKSPP-Trustee@shell.com](mailto:SI-UKSPP-Trustee@shell.com) by midnight on 28 April 2023. You must copy your line manager to confirm their support for the nomination.

The nomination period will close promptly; no forms received after that time will be considered.

Please note that sending the form on time and to the correct email address is your responsibility.

If a nomination form is invalid, you will be notified of the reason(s) why as soon as practicable; you may submit a further nomination form if time allows, but the form will not be considered unless it is received by [SI-UKSPP-Trustee@shell.com](mailto:SI-UKSPP-Trustee@shell.com) before the nomination period closes.

## **Vacancy Rules and Terms of Office**

If there is more than one nomination for appointment as an MND, then selection interviews will be held. A maximum of five candidates will be put through to the interview stage.

If there is only one nomination then the nominee will be interviewed by the selection panel and may become an MND.

If following this process we are unable to fill the MND vacancy, it will remain unfilled until the next selection. The next selection will take place at a time determined by the Trustee but will take place in any event within three years of the end of the unsuccessful nomination process.

Vacancies arising amongst MNDs during the term of office may be filled from a reserve list. A reserve list is drawn up after the most recent selection. A "first reserve" is selected based on the ranking from the MND selection interviews. A member will be a "first reserve" until the next selection process which are ordinarily every two years. A vacancy will be filled from the reserve list only if there is a reasonable period, about six months or more, before the next Selection; in this case, the reserve candidate will serve the remainder of the term of the outgoing trustee director, not a full four-year term.

An MND's term of office will end before the completion of the four-year term if the MND:

- ceases to satisfy the eligibility requirements (e.g. a member ceases to be employed by Shell);
- is removed as a director by resolution of Shell Petroleum Company Limited (which is the shareholder of UKSPPTL). This is subject to the agreement of all the other trustee directors;
- is legally disqualified from acting as a trustee director;
- resigns from the Trustee Board: or
- dies.

## **MND Selection process**

The MND selection process will have two stages:

1. Nomination – members put themselves forward to be considered for selection by submitting a nomination form and Curriculum Vitae. The TSU, together with the Chair, will review all nomination forms, taking into consideration the interview criteria listed below and the skills, experience and diversity the candidate would bring to the Board, in order to propose candidates for interview.

2. Interview – a maximum of five candidates will be interviewed and the panel will select the individual to be an MND.

The selection panel will hold interviews with candidates on 15 May 2023. The purpose of the interview is to assess a candidate's experience and appropriateness for the role of MND. Candidates will need to demonstrate the following:

- (i) time commitment, to be able to attend all relevant meetings for their term of office, having spent sufficient time on the pre-read prior to each meeting and attended the necessary training (a minimum time commitment of 10 to 12 days per year will be required, including training, and there is a requirement for flexibility should there be ad-hoc meetings called),

- (ii) a sufficient understanding of what being a pension Trustee Director involves, the importance of the role, and what the Trustee's responsibilities are,
- (iii) an understanding of the UKSPP and familiarity with the Plan Guides and PlanViewer,
- (iv) the capacity and skills required to undertake the role of Trustee Director, not least to understand complex financial and policy issues, and be able to debate alternative solutions (for example on investment strategies),
- (v) a willingness and ability to gain sufficient knowledge of Defined Contribution pensions in general, to take expert advice where necessary, to contribute actively to meetings, and pass the Pension Regulator's [Trustee toolkit](#) e-learning programme within six months of joining the Board,
- (vi) why they want to do the role, ensuring that there are no conflicts of interest in their application (e.g. to promote the interests of a particular group of members or to campaign on personal matters).

In addition to the criteria above, the panel will also consider the mix of skills and experience of the Trustee Board as a whole when selecting successful candidates, to ensure that the Board benefits from a diversity of thinking and experience.

The composition of the Selection interview panel, which will include at least one UKSPP member, will be determined by the UKSPPTL Chair, taking advice from the Head of UK Pensions and the Trustee's in-house legal adviser.

The panel's decision is final.

## **Commitments required of successful MND candidate**

The Pensions Act 2004 has introduced a specific requirement that pension plan trustees must be familiar with their own plan documents and have appropriate knowledge and understanding of trusts and pensions law and of the principles of investment.

Members selected as MNDs are required to undertake trustee training prior to, or shortly after, their formal appointment as an MND. Training sessions will be organised during the term of office and each MND is expected to keep their knowledge up-to-date. Specifically, Trustee Directors will be expected to:

- Attend in-house introductory training by the Trustee Services Unit.
- Complete the Pension Regulator's online "[Trustee toolkit](#)" for DC Trustees.
- Attend webinars and or in-person conferences from Pensions industry experts such as the [Pensions and Lifetime Savings Association](#) (PLSA)
- Attend additional training sessions which may be arranged before or after Board meetings.

In addition to the training, MNDs should ensure as far as possible that they are available to prepare for and attend the quarterly Trustee Board meetings, which are currently held in March, June, September and December. Dates for 2023 and 2024 are available on request. The Board may occasionally meet (in person or virtually) between quarterly meetings. Traditionally the quarterly Board meetings have been held in person, in London. From time to time, meetings may be held outside of London, for example at the Trustee's key service providers' offices.

A time commitment of between 10 and 12 days a year is required.

## **Contact for queries**

Amanda Burston, Plan Secretary

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