

## Governance

### Board of directors



**Sir Simon Robertson**  
Non-executive Chairman



**John Rishton**  
Chief Executive



**Iain Conn**  
Senior Independent Director



**Dame Helen Alexander**  
Non-executive director



**Lewis Booth**  
Non-executive director



**Peter Byrom**  
Non-executive director



**Sir Frank Chapman**  
Non-executive director



**Sir Peter Gregson**  
Non-executive director

**Sir Simon Robertson (70)**<sup>2\*</sup>  
Non-executive Chairman,  
appointed January 2005

**Skills and experience:** Sir Simon brings to the Board a background in international corporate advisory with a wealth of experience in mergers and acquisitions, merchant banking, investment banking and financial markets. During his career he has worked in France, Germany, the UK and the US. In June 2010, he was honoured with a knighthood in recognition of his services to business.

**External appointments:** Sir Simon is the founder member of Simon Robertson Associates LLP and Deputy Chairman of HSBC Holdings plc. He is a non-executive director of Berry Bros & Rudd Limited and The Economist Newspaper Limited. Sir Simon is a director of The Royal Opera House Covent Garden Limited and a Trustee of The Eden Project and of the Royal Opera House Endowment Fund.

**John Rishton (53)**<sup>2,5\*</sup>  
Chief Executive,  
appointed March 2011

**Skills and experience:** John is the former Chief Executive Officer of Royal Ahold. He began his career in 1979 at Ford Motor Company and held a variety of positions both in the UK and in Europe. In 1994 he joined British Airways Plc, where he was Chief Financial Officer from 2001 to 2005. Prior to his appointment as Chief Executive, John had been appointed as a non-executive director of the Company in 2007 and

served as Chairman of the audit committee and a member of the ethics and nominations committees. He is a former non-executive director of Allied Domecq.

**Iain Conn (49)**<sup>1,2</sup>  
Senior Independent Director,  
appointed January 2005

**Skills and experience:** Iain joined the BP group in 1986 and has held a number of executive positions within the BP group worldwide.

**External appointments:** Iain is a Group Managing Director and Chief Executive of Refining and Marketing, BP p.l.c. He is also Chairman of the Advisory Board of The Imperial College Business School and a member of Imperial College Council.

**Dame Helen Alexander (54)**<sup>2,3\*,4</sup>  
Non-executive director,  
appointed September 2007

**Skills and experience:** Dame Helen is currently involved with a number of not-for-profit organisations in media, the internet, the arts and education. She has also been a non-executive director of Northern Foods Limited, Centrica PLC and BT Group PLC. She was Chief Executive of the Economist Group till 2008, having joined the company in 1985.

**External appointments:** Dame Helen is Deputy President of the CBI, where she was President until June 2011. She is Chairman of the Port of London Authority (PLA), Incisive

Media and Deputy Chairman of esure Group Holdings, and senior adviser to Bain Capital. Dame Helen is Chancellor of the University of Southampton.

**Lewis Booth (63)**<sup>1\*,2,4</sup>  
Non-executive director,  
appointed May 2011

**Skills and experience:** Lewis has held a series of senior positions within the Ford Motor Company in Europe, Asia, Africa and the United States. Lewis began his career with British Leyland, before joining Ford in 1978.

**External appointments:** Lewis is executive Vice President and Chief Financial Officer of Ford Motor Company, a position he has held since November 2008.

**Peter Byrom (67)**<sup>2,4</sup>  
Non-executive director,  
appointed January 1997

**Skills and experience:** Peter was a director of AMEC plc from 2005 to 2011 and of NM Rothschild & Sons Limited from 1977 to 1996. He is a Fellow of the Royal Aeronautical Society.

**External appointments:** Peter is Chairman of Domino Printing Sciences plc.

**Sir Frank Chapman (58)**<sup>2,3</sup>  
Non-executive director,  
appointed November 2011

**Skills and experience:** Sir Frank has worked in the oil and gas industry for 37 years, including operational and business development roles within

Royal Dutch Shell plc and BP p.l.c. Sir Frank graduated with first class honours in Mechanical Engineering from Queen Mary College, London University, and is a Fellow of the Institution of Mechanical Engineers. He was knighted in 2011 for services to the oil and gas industries.

**External appointments:** Sir Frank has been Chief Executive of BG Group plc for the past 11 years, managing the Group through a period of transformational growth and international diversification.

**Sir Peter Gregson (54)**<sup>2,3</sup>  
Non-executive director,  
appointed March 2007

**Skills and experience:** Appointed to the academic staff at the University of Southampton in 1983, Sir Peter became Professor of Aerospace Materials in 1995 and Deputy Vice-Chancellor in 2000. He is a Fellow of the Royal Academy of Engineering and a Member of the Royal Irish Academy and has served on the Councils of the Royal Academy of Engineering and the Central Laboratory of the Research Councils. He was knighted in 2011 for services to higher education.

**External appointments:** Sir Peter is President and Vice-Chancellor of Queen's University Belfast; he serves on the Council of CBI Northern Ireland and is a member of the Board of the UK Universities and Colleges Employers Association. He is Deputy Lieutenant of Belfast.

**Board of directors**

**John McAdam**  
Non-executive director



**John Neill CBE**  
Non-executive director



**Ian Strachan**  
Non-executive director



**James Guyette**  
President and Chief Executive Officer of  
Rolls-Royce North America Inc.



**Mark Morris**  
Finance Director



**Colin Smith**  
Director – Engineering and Technology



**Mike Terrett**  
Chief Operating Officer



**Paul Davies**  
Acting Company Secretary

**John McAdam** (63)<sup>2,3</sup>  
Non-executive director,  
appointed February 2008

**Skills and experience:** John was the Chief Executive of ICI plc until ICI's acquisition by Akzo Nobel. He has held a number of positions at Unilever, within its Birds Eye, Walls, Quest International and Unichema International businesses.

**External appointments:** John is Chairman of United Utilities Group PLC and of Rentokil Initial plc, the Senior Independent Director of J Sainsbury plc and a non-executive director of Sara Lee Corporation.

**John Neill CBE** (64)<sup>1,2</sup>  
Non-executive director,  
appointed November 2008

**Skills and experience:** John is a member of the Council and Board of Business in the Community, is Vice President of the Society of Motor Manufacturers and Traders, BEN, the automotive industry charity and The Institute of the Motor Industry. He was awarded a CBE in June 1994 for his services to industry.

**Ian Strachan** (68)<sup>1,2,4\*</sup>  
Non-executive director,  
appointed September 2003

**Skills and experience:** Ian is the former Chief Executive of BTR plc, former Deputy Chief Executive and Chief Financial Officer of Rio Tinto plc, former non-executive Chairman of Instinet Group Inc and a former

non-executive director of Johnson Matthey plc, Commercial Union and Reuters Group plc.

**External appointments:** Ian is a non-executive director of Xstrata plc, Transocean Inc and Caithness Petroleum Limited.

**James Guyette** (66)<sup>5</sup>  
President and Chief Executive Officer of Rolls-Royce North America Inc.,  
appointed January 1998

**Skills and experience:** Before joining the Company, Jim was Executive Vice President, Marketing and Planning of United Airlines.

**External appointments:** Jim is Chairman of PrivateBancorp, Inc., of Chicago, Illinois and he is a director of priceline.com Inc., of Norwalk, Connecticut. Jim is Chairman of the Smithsonian National Air and Space Museum, Washington DC.

**Mark Morris** (48)<sup>5</sup>  
Finance Director,  
appointed January 2012

**Skills and experience:** Mark joined Rolls-Royce in 1986. He has held a number of senior positions throughout the Group and, prior to his appointment as Finance Director, was Group Treasurer from 2001.

**Colin Smith** (56)<sup>5</sup>  
Director – Engineering and Technology,  
appointed July 2005

**Skills and experience:** Colin joined Rolls-Royce in 1974. He has held a variety of key positions within the Company, including Director – Research and Technology and Director of Engineering and Technology – Civil Aerospace. Colin is a Fellow of the Royal Academy of Engineering, the Royal Aeronautical Society and the Institution of Mechanical Engineers.

**Mike Terrett** (55)<sup>5</sup>  
Chief Operating Officer,  
appointed September 2007

**Skills and experience:** Mike joined Rolls-Royce in 1978. He has held a variety of senior positions in the development of new aero-engine programmes including Managing Director of Airlines and President and Chief Executive Officer of IAE based in the United States. Prior to his appointment as Chief Operating Officer he was President – Civil Aerospace. Mike is a Member of the Institute of Mechanical Engineers and a Fellow of the Royal Aeronautical Society.

**Paul Davies** (56)  
Acting Company Secretary

**Skills and experience:** Paul joined Rolls-Royce in 2008. He began his career in the secretariat of Ford Motor Company in 1980 and progressed via roles with Burberrys and Hunter Saphir plc. He was appointed Company Secretary of Norwest Holst plc in 1991, of Kingsbury Group plc in 1997 and, after the takeover of Kingsbury, of Galliford plc. He then worked for United Utilities plc (for seven years) as both Deputy Company Secretary, and acting Company Secretary, before joining Rolls-Royce as Deputy Company Secretary.

**Committee membership**

- <sup>1</sup> Audit committee
- <sup>2</sup> Nominations committee
- <sup>3</sup> Remuneration committee
- <sup>4</sup> Ethics committee
- <sup>5</sup> Risk committee

\* Denotes chairman of committee

**Non-executive directors****Executive directors****Acting Company Secretary**