

Appointment as Chairperson of the Electricity Supply Board (ESB)

Closing Date: 15:00 on Friday 31st July 2020

**State Boards Division
Public Appointments Service
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stateboards.ie operates under the auspices of the Public Appointments Service and is committed to a policy of equal opportunity.

The Public Appointments Service (PAS), established under statute in 2004, provides an independent shared service in recruitment, assessment and selection to organisations across the Civil and Public Services. On 30 September 2014, the Government decided that the PAS should also be given responsibility for putting in place an open, accessible, rigorous and transparent system to support Ministers in making appointments to State Boards. Our dedicated website, www.stateboards.ie, is the channel through which the PAS advertises vacancies on State Boards. It is also the means through which accomplished, experienced and qualified people, including people who might not previously have been identified as available for appointment, can then apply to be considered for particular vacancies.

Membership of State Boards

High standards of corporate governance in all State Agencies, whether in the commercial or non-commercial sphere, are critical to ensuring a positive contribution to the State's overall social and economic development.

Members of State Boards are appointed to act on behalf of the citizen to oversee the running of the affairs of state bodies. State bodies must serve the interests of the taxpayer, pursue value for money in their endeavours (including managing risk appropriately), and act transparently as public entities. Members of State Boards, and the relevant management team, are accountable for the proper management of the organisation.

Board members should act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the State body, subject to the objectives set by Government. In that regard and in accordance with 13.2 of the Guidelines on Appointments to State Boards, "it is advisable that no member of a State Board should serve more than two full terms of appointment or should hold appointments to more than two State Boards."

The [Code of Practice for the Governance of State Bodies 2016](#) (the Code) provides a framework for the application of best practice in corporate governance by both commercial and non-commercial State bodies.

In order to be an effective contributor on a State Board it is recommended that members should:

- bring independent and objective scrutiny to the oversight of the organisation;
- be prepared to be challenging when necessary while being supportive to the delivery of organisational strategy and objectives;
- be equipped to offer considered advice on the basis of sound judgement and experience;
- be prepared to make a time commitment to their work commensurate with their role.

Appointment as Chairperson of the Electricity Supply Board

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| Location: | Dublin |
| Number of Vacancies: | 1 |
| Remuneration: | €31,500. (It should be noted that in line with the “One Person One Salary” principle, no public servant will be entitled to receive remuneration in the form of board fees, save for situations that are statutorily provided for e.g. Worker Directors). Travel and subsistence is payable at appropriate Civil Service rates. |
| Time Requirements: | c.8 days per month including attendance at Board meetings and committees of the Board, the Company’s AGM, meetings with the CEO, site visits to ESB locations and ongoing familiarisation with ESB and industry issues. A more extensive time commitment may be necessary in the initial induction period. |

1. Background

The Public Appointments Service (“PAS”) in conjunction with NewERA (a business unit of the National Treasury Management Agency (“NTMA”)¹), wishes to identify suitable candidates to be presented to the Minister for Communications, Energy and Natural Resources for consideration by Government for appointment as Chairperson of ESB.

Expressions of interest are now sought from suitably qualified candidates for consideration as part of this process.

ESB was established in 1927 as a statutory body under the Electricity (Supply) Act 1927. With a holding of 95.7%, ESB is majority owned by the Irish Government. The remaining 4.3% is held by the trustees of an Employee Share Ownership Plan. As a strong, diversified, vertically integrated utility, ESB operates across the electricity market, from generation through transmission and distribution, to supply of customers, with an expanding presence in Great Britain’s generation and supply markets. In addition, further value is extracted along this chain by supplying gas and using our networks to carry fibre for telecommunications.

ESB is a leading Irish utility with a regulated asset base (RAB) of approximately €10.0 billion, a 30% share of generation in the all-island market and a significant supply business supplying electricity and gas to over 1.5 million customers throughout the island of Ireland and Great Britain.

ESB’s purpose is to create a brighter future for the customers and communities we serve, by leading the transition to reliable, affordable, low-carbon energy. The company continues to grow the scale of its generation, trading and supply businesses in the all-islands competitive environment and deliver on ambitious climate change targets. ESB is focused on providing

¹ The role of NewERA is to provide independent commercial and financial advice to the relevant Ministers in relation to the exercise of specific functions, including, pursuant to Section 19 of the NTMA (Amendment) Act “the appointment of the chairperson, members, directors or chief executive of the designated body”, with ESB being one of the designated bodies. Further detail on NewERA’s activities is set out in Part 3 of the NTMA (Amendment) Act 2014 and in the annual reports of the NTMA (www.ntma.ie).

excellent customer service and maintaining its financial strength. As at 31 December 2019, ESB Group employed over 7,900 people.

2. Functions of the Board

The Board of ESB (the "Board") is responsible for the effective leadership and oversight of the company and to promote its long-term success. The Board establishes ESB's purpose, values and strategy and satisfies itself that these are aligned with ESB's culture. The Board has reserved key decisions including, inter alia, the following for its own consideration:

- Approval of group strategy, annual budgets and annual and interim financial statements;
- Review of operational and financial performance;
- Approval of major investments and capital expenditure;
- Overall review of Group health and safety and environmental performance;
- Appointment of the Chief Executive;
- Appointments to senior management on the recommendation of the Chief Executive; and
- Appointment of the Company Secretary.

The "Code of Practice for the Governance of State Bodies" of August 2016 also sets out information on boards and director duties and responsibilities.

The Board is assisted in the discharge of its responsibilities by a number of committees of the Board, which include:

- Audit and Risk;
- Safety, Environment and Culture;
- Finance & Investment;
- Remuneration and Management Development; and
- Customer, Marketing and Innovation

There are currently twelve Board members, comprising the Chairman, the Chief Executive, six non-executive directors and four elected Worker Board members.

Further information on the ESB Board can be found [here](#). Committee Terms of Reference are available on ESB's website [here](#).

3. Person Specification

The Minister for Communications, Climate Action and the Environment invites applications from suitably qualified candidates for consideration for appointment to the role of Chairperson of the ESB.

Candidate's attention is drawn to the general details of the role of Chairperson as set out on page 19 of the Code which can be found [here](#). The Principle states:-

- The Chairperson is responsible for leadership of the Board and ensuring its effectiveness on all aspects of its role.
- The Chairperson should display high standards of integrity and probity and set expectations regarding culture, values, and behaviours for the State body and

for the tone of discussions at Board level.

The appointed candidate will:

- Chair the Board of a company that is embarking on the delivery of an ambitious strategy to lead the transition to a low carbon energy future, while continuing to provide customers with secure, safe and affordable electricity;
- Possess the leadership experience required to ensure that the Board guides, challenges and supports the CEO and ESB management whilst also holding them to account;
- Play a central role in the direction, leadership and corporate governance of ESB and its subsidiaries (the “Group”);
- Develop a positive relationship with the CEO to facilitate the conduct of good governance;
- Maintain and grow constructive relationships with the company’s shareholders, including the Minister for Communications, Climate Action and Environment, the Minister for Public Expenditure and Reform, their respective Departments and with NewERA; and
- Ensure the ongoing development of constructive relationships with stakeholders in Ireland, Northern Ireland and Great Britain, with the respective Regulators and with communities served by the Group.

Applications are invited from applicants who consider they possess the skills and experience, at an appropriately senior level, necessary to chair the Board. Specifically, candidates must demonstrate in their application, evidence of:

- Board level experience in a large organisation with the confidence and resilience to lead the Board of a critical infrastructure provider and a commercial state-owned enterprise;
- A successful executive career at an appropriately senior level in large scale and multi-business commercial enterprises with a particular focus on having led the business through significant transformation and cultural change;
- Proven strategic leadership capability and with a track record of innovation and new business opportunity development;
- Strong commercial and financial acumen in a large capital investment and capital markets corporate environment;
- A demonstrable understanding of the challenge of moving to a low carbon energy future
- Independence of thought, possessing sound judgement;
- A confident individual of high character, with a strong public service ethos and with values aligned to those of the Shareholder;
- Strong communications and interpersonal skills with an ability to build strong relationships between Board members and executive management; and
- An understanding of good governance practices in large commercial enterprises.

It is also highly desirable that candidates demonstrate knowledge of applicable Irish, EU and International policy and the Regulatory environment in which ESB operates.

Statutory Requirements/excluded groups

1. Article 48 (4) of the Electricity Directive prohibits persons responsible for management and/or members of the administrative bodies (i.e. the Board) and employees of the TSO (EirGrid) from having a professional position of responsibility, interest or business relationship, directly or indirectly with ESB.

2. Article 9(1) (d) of the Gas Directive precludes the same person from being a member of an administrative board (e.g. the Board) or body legally representing the gas TSO (e.g. GNI) and an entity engaged in the functions of production or supply of gas (ESB has a gas supply business); and
3. Article 9(1)(b) precludes the same persons from exercising control or any right over an entity that performs the functions of gas TSO (i.e. ERVIA/GNI) and the functions of production or supply (of electricity or gas).

In order to qualify for appointment a person must not have any legal impediment or conflicts of interest likely to interfere with his/her ability to assume the role Chairperson of the Board. Please give careful consideration to the possibility of any potential conflict of interest that may exist and address this in your cover letter. The Assessment Panel may decide, based on the perceived level of conflict, not to forward your name for consideration.

4. Term of Appointment

Appointments to the Board will be for an initial period of 5 years with an option to extend the term of engagement for a second term of up to 5 years, subject to:

- The membership of any member of the Board may be terminated by the Minister at any time, on the basis of reasons to be stated by the Minister.
- A member of the Board may resign his or her membership of the Board by notice in writing sent or given to the Minister, and the resignation shall take effect on the day on which the Minister receives the notice.
- Members of the Board shall, subject to the provisions of this Schedule, hold office upon such terms and conditions as the Minister may, with the consent of the Minister for Public Expenditure and Reform, from time to time determine.
- The roles and responsibilities of Board Members are described in the Code of Practice for the Governance of State Bodies 2016 which is available here [Code of Practice for the Governance of State Bodies](#).
- A Board member shall cease to be a member of the Board if he or she is nominated as a member of Seanad Éireann, is elected as a member of either House of the Oireachtas or as a representative in the European Parliament, elected to the European Parliament, or becomes a member of a local authority.

5. Submitting your Application

Before submitting your application, please review the self-assessment questionnaire which can be found [here](#). This questionnaire is designed to help you in considering whether to submit an expression of interest - you are not required to submit the questionnaire as part of the application process.

Having considered the general suitability criteria for membership of a State Board, you should consider carefully how your background and experience fits with the specific appointment criteria set out in the Person Specification section in this booklet.

Your submission should be made via the following link www.stateboards.ie together with your **Curriculum Vitae** and a **cover letter** (see Appendix 1 of this booklet for help with the online process).

IMPORTANT NOTE

Please take care when submitting your expression of interest. As the Assessment Panel will generally make its recommendation(s) based on consideration of the documentation which you submit, it is most important that you do the following:

1. *Ensure your Cover Letter (and supporting CV) clearly specifies how your particular background and experience meets the requirements of the Authority position(s) specified in this booklet, and*
2. *That you fully answer any supplementary questions which are presented to you as part of our online application process.*

This will help ensure that the Assessment Panel is as informed as possible as to the basis for your candidature and why you believe you are a person who could potentially be appointed to this State Board. **Please only include information that is directly relevant to the particular role for which you are applying.**

If you have any questions regarding the application process please email info@stateboards.ie.

5. Assessment Process

A Board Selection Panel ("Panel") will be convened by PAS in conjunction with NewERA to consider the expressions of interest received via www.stateboards.ie. The consideration of the expressions of interest may include any or all of the following steps:

- review and discuss the expressions of interest received against the specific appointment criteria for the role, as advertised in this Information Booklet;
- assess potential candidates further once they meet the specified appointment criteria by undertaking any or all of the following steps:
 - Consideration of the written applications; and/or
 - Meeting/conference call; and/or
 - Referee checks; and/or
 - Any other selection or verification method deemed appropriate (this may include PAS requiring statutory declarations from shortlisted applicants as to the bona fides of the qualifications and experience contained in their applications).
- arrive at a shortlist of the most suitably qualified candidates (based on the information provided by the candidate) to be sent forward for consideration by the Minister.

In undertaking its functions under section 19 of the NTMA (Amendment) Act 2014, NewERA may also identify candidates from other sources that meet the specific appointment criteria. These names will also be assessed by the Panel.

The outcome of the Panel's assessment will be forwarded by PAS to NewERA for the purposes of the advice to be provided by NewERA pursuant to Section 19 of the NTMA (Amendment) Act 2014.

6. Confidentiality

Subject to the provisions of the Freedom of Information Acts, 2014, applications will be treated in strict confidence. All enquires, applications and all aspects of the proceedings are treated as strictly confidential and are not disclosed to anyone, outside those directly involved in that aspect of the process.

Certain items of information, not specific to any individual, are extracted from computer records for general statistical purposes.

7. Data Protection

The Data Protection Act 2018 provides that the processing of personal data shall be lawful where such processing is necessary for the performance of a statutory function of a controller. PAS is mandated by statute under the Public Service Management (Recruitment and Appointments) Act, 2004 to act as the centralised assessment and selection body for the civil service and to carry out all the procedures necessary to undertake the recruitment, assessment and selection of suitable candidates for appointment. By submitting your personal data (including your name, address, contact details and details of your education and work history contained in your curriculum vitae and cover letter) via publicjobs.ie, you acknowledge that such data may be used by the Public Appointments Service and disclosed to and used by client departments, in connection with its statutory roles to assist and advise relevant Ministers in relation to appointments to the boards of State bodies. The information contained in your publicjobs profile is yours to manage, amend, update or delete as appropriate. For more detailed information on our Data Protection Policy, please see our [Code of Practice for the Protection of Personal Data in the Public Appointments Service](#).

If your application is assessed and you are considered to be suitable for appointment your c.v. and cover letter (and any additional supplementary information requested as part of the application process), will be forwarded to the State Board Liaison Officer in the relevant Department. Once it obtains your personal data, the Department will act as data controller of such data and will retain it for up to one year following the appointment/s. Unless you request the withdrawal of your application such data may be used in considering your suitability for other similar vacancies/roles that arise for a period of up to one year for this Board.

APPENDIX 1

Submitting your application:

In order to submit your application, you should take the following steps:

1. Go to www.stateboards.ie.
2. On the bar at the top of the page click on "Available Appointments".
3. This brings you to a page with all our advertised vacancies. Select whichever position you would like to apply for (you are welcome to apply for more than one position if you wish).
4. On the relevant page please click on the "apply for position" button at the bottom of the page
5. This will bring you to a page on www.publicjobs.ie and, if you already have a publicjobs.ie account, will prompt you for your username and password. If you do not have an account you will be asked to create one.
6. Once you input your details you will be brought to a page where there is a prompt in the middle of the page which says "apply here". Click on the link to the online application form beside it.
7. A form will appear on your screen, some of the text boxes will be populated with information from your publicjobs.ie profile (Name, address etc.). You will need to complete the rest of the fields and enter your name and the date at the bottom of the form. Click on "continue".
8. You will then be brought to a screen where you should upload your CV and Cover Letter. These are required documents and your application cannot be processed without them. Once you have selected these and uploaded them, please click on the "submit" button at the bottom of the page.
9. You will receive an e-mail confirmation (to the address listed in your publicjobs.ie profile) to confirm that your application has been submitted.

You must confirm that you do not have any conflicts of interest or legal impediment which would be likely to interfere with your ability to play a full part on the Board. You must also confirm that you can make yourself available to attend meetings and to carry out the duties of a Board member.