

Appointment of a Chairperson to the Board of Shannon Group PLC

Closing Date: 15:00 on Friday 4th of June 2021

**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; and
- be prepared to make a time commitment to their work commensurate with their role.

Appointment of a Chairperson to the Board of Shannon Group PLC

Location:	Shannon Airport, Co. Clare
Number of Vacancies:	1 (Chairperson)
Remuneration:	€21,600 per annum. Travel and subsistence are payable at the appropriate Civil Service rate. (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).
Time Requirements:	Attendance at a minimum of 8 Board meetings p.a. and attendance at relevant Board committee meetings is required. The Chair will be required to commit a minimum of 1 day per month for meetings together with the additional time commitment required for consultation with the Company and for representational purposes. A commitment of approximately 15-20 days p.a. would be required. A more extensive time commitment may be necessary in the initial induction period.

The Chair will be expected to Chair/become a member of certain committees.

Candidates' attention is also drawn to the provisions of the Code in relation to Audit and Risk Committee membership which can be found [here](#).

1. Background

The Public Appointments Service ("**PAS**"), in conjunction with NewERA (a business unit of the National Treasury Management Agency ("**NTMA**")¹), wish to identify suitable candidates for consideration for appointment as Chairperson to the Board of Shannon Group plc by the Minister for Transport (the "**Minister**"), with the consent of the Minister for Public Expenditure and Reform.

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

Shannon Group plc ("**Shannon Group**" or the "**Company**") is a commercial State company focused on delivering economic benefits for the Mid-West of Ireland and for the wider national economy. Shannon Group plays a pivotal role in delivering on the Government's objective of a balanced regional economy and it is a key enabler of growth and employment in the Mid-west and crucial to the local, regional and broader national economy.

¹ The role of NewERA is to provide financial and commercial advice to the relevant Government Ministers in relation to the exercise of specific functions, including, pursuant to Section 19 of the National Treasury Management Agency (Amendment) Act 2014 ("**NTMA Act 2014**"), "the appointment of the chairperson, members, directors or chief executive of the designated body", with Shannon Group plc being one of the designated bodies. Further detail on NewERA's activities is set out in Part 3 of the NTMA Act 2014 and in the annual reports of the NTMA (www.ntma.ie).

It brings together three commercially driven companies; Shannon Airport Authority DAC (“**Shannon Airport**”), Shannon Commercial Enterprises DAC (“**Shannon Commercial Properties**”) and Shannon Heritage DAC (“**Shannon Heritage**”).

Established in 2014, following the enactment of the State Airports (Shannon Group) Act, 2014 (the “**Airports Act 2014**”), Shannon Group provides air transport and aviation services at Shannon Airport and its environs, supports the growing aviation cluster at Shannon through the IASC brand, harnesses its property and land assets owned by Shannon Commercial Properties, and offers visitors a range of iconic tourist attractions in the Mid-west and Dublin regions through its tourism company Shannon Heritage. In 2019, Shannon Group had on average 512 employees (full time equivalents).

Covid-19 has had pronounced impacts on both the aviation and tourism sectors. As Shannon Group operates in both of these sectors, it has been particularly severely impacted with a dramatic collapse in business activity and revenue in the airport and heritage businesses since March 2020 and as a result the Company has had to implement extensive cost containment measures. The Chairperson will therefore be required to provide strategic direction and stewardship to the Board of Directors and guide the Company through what is a challenging period while also looking to the recovery of the business following Covid-19.

Shannon Group is an important driver of economic activity and catalyst for economic growth in the mid-west region in terms of the vital air connectivity, commercial infrastructure and heritage attractions it provides. The position of Chairperson is an important one and finding the right person to fill the position at this pivotal moment for the Company is key to ensuring that it is well positioned to support the wider recovery of the local, regional and national economy.

Further detail on Shannon Group can be found at www.shannongroup.ie.

2. Functions of the Board

The Board of Shannon Group (the “**Board**”) is responsible for the long term success of Shannon Group by the promotion and facilitation of air transport and aviation services in and around Shannon Airport, and through optimising the return on its land and property and on its heritage sites.

The Board is responsible for the proper management of Shannon Group and the formulation of strategy and oversees the implementation of the significant strategic decisions by management. The Board is also responsible for ensuring that appropriate policies exist to guide and monitor the performance of Shannon Group. It must ensure the sound financial management of Shannon Group, prudent management of risk, and ensure compliance with the Code.

The Board has reserved key decisions including, inter alia, the following for its own consideration:

- Assessment of the Company’s oversight of safety systems, security, processes, operations and resources;
- Responsibility for long term strategy and overall governance of Shannon Group;
- Major changes to the Shannon Group’s corporate structure;
- Financial reporting and controls including approval of annual accounts and director’s report and approval of significant changes in accounting policy and practices;
- Ensuring a sound system of internal control and risk management;
- Formation of subsidiary companies and appointment of directors to the subsidiary companies;

- Approval of major capital projects;
- Disposal of assets/granting of access to asset;
- Diversification, investment and expenditure;
- Treasury;
- Pricing and charges structure and specific lines of customer credit;
- Borrowings and guarantees;
- Ensuring that appropriate management development and succession plans are in place; and
- Selection, appointment or removal of the Chief Executive Officer (“**CEO**”) and Company Secretary.

The Board of Directors aims to have a diverse composition and to combine a broad spectrum of experience and expertise with a reputation for integrity. The Directors currently serving on the Board have a blend of skills and experience in areas of aviation, regulation, commercial, finance, law, business development, safety and security, change management, media and employee relations. These skills bring the necessary competence to the Board to address the challenges facing Shannon Group. Directors draw on their experience and knowledge in the development of strategy and use their diverse range of skills to constructively challenge matters of strategic importance to Shannon Group.

The Board comprises of ten members. Two of the Directors are appointed to represent the employees of Shannon Group and its subsidiaries. The CEO is an *ex officio* member of the Board.

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

- Audit and Risk Committee
- Remuneration Committee
- Health, Safety, Security and Environment Committee

The successful candidate will be expected to Chair or become a member in one or more of these sub-Committees.

In addition to the above, the Code provides a framework for the application of best practice in corporate governance by both commercial and non-commercial State bodies and also sets out information on the duties and responsibilities of Chairpersons, Boards and directors of State companies.

The current membership of the Board is:

Name	First Appointed	Reappointed	Expiry Date	Position type	Basis of appointment
Ambrose Loughlin	15/05/2019		14/05/2022	Ordinary Member	Ministerial appointment following PAS Process
Kevin McCarthy	29/08/2014	01/12/2018	30/11/2022	Employee Representative	Employee Representative
Liam O'Shea	29/08/2014	29/08/2019	28/08/2022	Board Member	Ministerial appointment following PAS Process
Linda Tynne	01/12/2018		30/11/2022	Employee Representative	Employee Representative
Mary Considine	18/10/2019			CEO	Ex officio
Michael Quinn	02/03/2020		01/03/2023	Board Member	Ministerial Appointment following PAS Process
Stephen Rae	15/05/2019		14/05/2022	Ordinary Member	Ministerial appointment following PAS Process
Tom Kelly	25/10/2017		24/10/2022	Board Member	Ministerial appointment following PAS Process
Vacancy			28/08/2020	Chairperson	
Vacancy			28/08/2020	Ordinary Member	

3. Person Specification

The Minister for Transport invites applications from suitably qualified candidates for consideration for appointment to the role of Chairperson of the Board of Shannon Group.

Candidates' 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 (including Compliance with the Code).
- 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 position requires an understanding and knowledge of the challenges and opportunities facing the Group.

The key roles and responsibilities of the Chairperson include the following:

- Leading the Board and ensuring the Board operates effectively;
- Ensuring the effective management of the Board agenda and adequate discussion of matters at meetings;
- Ensuring that there is proper governance and thorough oversight, effective and informed decision making, full participation, evaluation, challenge and open discussion and Board cohesiveness;

- Leading communications with the Minister and the Minister for Public Expenditure and Reform and ensuring there is appropriate and timely communication based on mutual understanding of objectives;
- Ensuring the ongoing maintenance of constructive relationships with key stakeholders including but not limited to employees, trade unions and the communities served by Shannon Group;
- Advising the CEO, monitoring his/her performance and overseeing succession planning and/or the process of the appointment of a CEO;
- Ensuring there is an effective Board committee structure, chairing and/or participating in committees as appropriate;
- Engaging with and supporting individual Board members to enhance Board activities and discussions;
- Empowering all members of the Board to challenge issues openly while preventing unnecessary or acrimonious conflict;
- Encouraging and managing vigorous debate while achieving closure on issues; and
- Advising the Minister on the appropriate balance of skills, experience, independence and knowledge required on the Board.

Essential Criteria

Applicants must demonstrate in their application evidence of significant and extensive experience gained at an appropriately senior level in the corporate sector and to clearly demonstrate evidence of the following essential skills:

- Proven experience of serving in senior leadership positions (e.g. Chair/Board and/or CEO level);
- Experience of effectively leading an organisation through a period of operational and strategic change;
- Proven experience in areas of strategy, performance, innovation, accountability and people engagement
- Strong stakeholder management, communication and interpersonal skills with an ability to build strong relationships between board members and executive management.
- Capacity to provide strategic leadership to the Board of a large commercial organisation with multiple stakeholders and businesses;
- Evidence of commercial acumen and outstanding judgement in areas of business opportunities and risk, governance, customers and stakeholder interactions;
- A demonstrable understanding of the importance of State-owned enterprises demonstrating leadership in the transition to a low carbon environment.

Desirable

- Experience in, or understanding of, one of Shannon Group's core business areas, particularly the aviation sector.

The Minister shall have regard to the desirability for gender balance, diversity and inclusion on the Board as the Minister considers appropriate and determines from time to time when making appointments, in line with the [updated Code](#).

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 or legal impediment that may exist. **Applicants are required to expressly confirm in their cover letter that there are no such potential conflicts of interest or legal impediments that would likely interfere with their ability to assume the role, or if there are any potential conflicts/impediments to address these in their cover letter.** The Assessment Panel may decide, based on the perceived level of conflict or legal impediment, not to forward your name for consideration.

Note: Members of the Shannon Group Board, and their immediate family members and close associates, are deemed to be “Politically Exposed Persons” (“PEPs”) under the Criminal Justice (Money Laundering and Terrorist Financing) Act 2010 (as amended). This legislation places a requirement on “designated persons” (e.g. credit institutions) to undertake “Enhanced Customer Due Diligence” on those clients who are classified as a PEPs. Further information is available [here](#).

4. Term of Appointment

The appointment of a Chairperson to the Board will be for a term of up to 5 years and may (with Ministerial approval) be extended for a second term, to a maximum of 8 years in total, subject to:

- The Chairperson of the Board may be removed from office at any time by the Minister with the consent of the Minister for Public Expenditure and Reform.
- A member of the Board may resign his or her membership of the Board by letter addressed to the Minister, and the resignation shall take effect on the day from the date specified in the letter or upon receipt of the letter by the Minister, whichever is the later.
- The Chairperson of the Board shall hold office upon such terms and conditions as the Minister may, with the consent of the Minister for Public Expenditure and Reform, determine.
- 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.
- A Board member shall be disqualified where he or she (a) is adjudicated bankrupt in the State or another jurisdiction, and if so adjudicated, has not obtained a certificate of discharge from the bankruptcy in that jurisdiction, (b) is convicted of an indictable offence in relation to a company (within the meaning of the Companies Acts), (c) is convicted of an offence involving fraud or dishonesty, (d) is disqualified or restricted from being a director of any company (within the meaning of the Companies Acts), or (e) has, in the opinion of the Minister, a conflict of interest that is of such importance that it requires him or her to cease to hold such office.

- The roles and responsibilities of Board Members are described in the Code which is available [here](#).

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 application - 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** (“CV”) and a **cover letter** (see Appendix 1 of this booklet for help with the online process).

IMPORTANT NOTE

Please take care when submitting your application. 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 Board position 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.

6. Assessment Process

An Assessment Panel (the “Panel”) will be convened by PAS, in conjunction with the Department and NewERA, to consider and assess the applications received by PAS. The Panel will:

- Review and discuss the applications 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 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 to the Minister pursuant to Section 19 of the NTMA Act 2014.

Please note that the Public Appointments Service will not be responsible for any expenses incurred by candidates as part of our selection process.

If your application is selected following the PAS assessment process, your personal information including your CV, cover letter and any additional supplementary information supplied as part of the application process is confidentially forwarded to the Department of Transport for a supplementary assessment process. This supplementary process may comprise of a brief, informal meeting with some of the following: the Minister for Transport, the Minister of State for Transport and a senior Department official, prior to the Minister's final decision. This meeting with the Minister and an official of the Department is an informal meeting and does not form part of the PAS competitive process.

7. Confidentiality

Subject to the provisions of the Freedom of Information Act 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.

8. 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 and to the NTMA/NewERA in connection with its statutory role under the NTMA Act 2014 to assist and advise relevant Ministers in relation to appointments to the boards of relevant designated bodies (as defined in that Act). 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](#).

NTMA/NewERA

In performing its statutory functions, the NTMA may disclose your personal data to relevant Ministers and Government Departmental staff. Once it obtains your personal data, the NTMA will act as data controller of such data and will retain it for up to one year following completion of the appointment. If appointed, NewERA may retain your information for the duration of your appointment. 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. For further information in relation to how the NTMA processes personal data, including your various rights under data protection law and details of how to contact the NTMA, please refer to the NTMA Data Protection Statement policy which is available [here](#).

Departments

If your application is assessed and you are considered to be suitable for appointment your CV 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. 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. If appointed, the Department of Transport will retain your information for a period of 12 months from your appointment day.

For further information on Data Protection please see the Department's Privacy Statement on www.gov.ie

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. If there is a supplementary question, ensure that your response complies with the word limit and that it does not contain any special characters (i.e. %, & etc.) or you may receive an error message and will be unable to submit your application.
9. 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.
10. You will receive an e-mail confirmation (to the address listed in your publicjobs.ie profile) to confirm that your application has been submitted.