



Appointment as Chairperson, and two Ordinary Directors to the Board of Dublin Bus

Closing Date: 15:00 on Tuesday 09th of November 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. PAS also has responsibility for providing 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, and two Ordinary Directors to the Board of Dublin Bus

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|-----------------------------|--|
| Location: | Dublin, but meetings have been held remotely during the COVID-19 pandemic |
| Number of Vacancies: | 1 Chair and 2 Ordinary Directors |
| Remuneration: | €21,600 Chairperson, €12,600 p.a ordinary member. (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: | 10 meetings per annum, typically half-a-day each. One to two days' preparation per meeting would generally be required. Ordinary Directors will be expected to participate in one or more subcommittees of the Board, see Section 2 below. |

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

Córas Iompair Éireann and its subsidiaries, Bus Átha Cliath, Bus Éireann, Iarnród Éireann, operate under the aegis of the Department of Transport in relation to the provision of public transport. The terms of reference of CIÉ and each of the subsidiary companies are provided for in legislation and are as prescribed by the Minister and the Department of Transport from time to time.

Bus Átha Cliath (Dublin Bus) is a State commercial company established pursuant to the Transport (Re-Organisation of Córas Iompair Éireann) Act 1986 and formed and registered under the Companies Acts. The company is one of three subsidiary companies of Córas Iompair Éireann and is represented on the Board of the parent company by its Chairperson. The principal activity of the company is the provision of a comprehensive bus service for the city of Dublin and its hinterland. It operates the Public Service Obligation network in the Greater Dublin Area under a contract of services with the National Transport Authority.

The Board provides strategic leadership and direction for the company that in 2019 provided 142 million passenger journeys and recorded operational revenue of €263 million.

2. Functions of the Board

The Board of Dublin Bus provides strategic leadership and direction for the company that in 2019 provided 142 million passenger journeys and recorded operational revenue of €263 million.

Dublin Bus is controlled through its Board of Directors. The Board consists of a maximum of nine Directors (including the Chairperson) and two of those Directors must be persons appointed under the Worker Participation (State Enterprises) Act 1977.

The statutory duties of directors generally are set out in Part 5 of the Companies Act 2014, which applies to Dublin Bus as a company formed and registered under the Companies Acts.

The Board's main roles are to approve the company's strategic objectives and to review its operation against a series of key performance indicators.

The Board has a schedule of matters reserved for its approval; these include:

- Approval of the annual Financial Statements;
- Budgets;
- Corporate planning;
- Property acquisitions and disposals;
- Investments;
- Significant capital expenditure;
- Senior management appointments; and
- Major company policies.

In addition to the above, the Code of Practice for the Governance of State Bodies 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 Board is assisted in the discharge of its responsibilities by a number of sub-committees of the Board, which include:

- Audit, Finance and Risk Committee;
- Safety Committee;
- Remuneration and Succession Committee; and
- Strategy Review Group.

The successful candidate will be expected to participate in one or more of these sub-committees.

Current composition of the Board:

| Name | First Appointed | Reappointed | Expiry Date | Position type | Basis of appointment |
|---------------|------------------------|--------------------|--------------------|----------------------|-----------------------------|
| Keith Wallace | 05/04/2019 | | 04/04/2022 | Board Member | PAS Process |

| | | | | | |
|-----------------|------------|------------|------------|-------------------------|--|
| Lynda Carroll | 05/04/2019 | | 04/04/2022 | Board Member | PAS Process |
| Rachel Widdis | 05/04/2019 | | 04/04/2022 | Board Member | PAS Process |
| Stephen Hannan | 01/12/2017 | 01/12/2020 | 30/11/2021 | Employee Representative | Ministerial re appointment |
| Thomas O'Connor | 01/12/2013 | 01/12/2020 | 30/11/2021 | Employee Representative | Ministerial re appointment |
| Ultan Courtney | 23/09/2014 | 06/12/2020 | 05/12/2021 | Chairperson | Ministerial reappointment/Government appointee |
| Vacancy | | | 02/08/2021 | Board Member | PAS Process |
| Vacancy | | | 10/06/2021 | Board Member | |
| Vacancy | | | 10/06/2021 | Board Member | |

3. Person Specification

The Minister for Transport invites applications from suitably qualified candidates to fill the roles of Chairperson and two Ordinary Directors on the Board of Dublin Bus.

3.1 Chairperson:

The Chair of Dublin Bus company is a critically important position in terms of providing strategic leadership to one of the State's key transport providers.

The attention of candidates 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; and
- 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 adapting to an operating environment that is in significant flux as a result of the impact of COVID-19, while continuing to meet customers' needs for reliable, sustainable, safe public transport services;
- Have the confidence and resilience required to lead the Board of Directors of a complex and high-profile organisation;
- Determine the Board agenda;
- Demonstrate inclusive leadership, ensuring that the voices of all board members are heard, leading to better decisions and outcomes of the boards' activities;
- Ensure that directors receive relevant, accurate and timely information;
- Possess an understanding of good governance practices in large commercial enterprises;
- Play a central role in the direction, leadership and corporate governance of Dublin Bus;

- Develop a positive relationship with the CEO to facilitate the conduct of good governance;
- Maintain and grow constructive relationships with the company's shareholder, Córas Iompair Éireann, and with the Minister for Transport, the Minister for Public Expenditure and Reform, their respective Departments and with NewERA;
- Ensure the ongoing maintenance of constructive relationships with other key stakeholders including the National Transport Authority and CIÉ Trades Unions; and
- Ensure that the Board guides, challenges and supports the CEO and executive management team to deliver upon the organisation's strategy and plans while holding them to account in doing so.

Essential:

Applicants must have a significant level of experience, gained at an appropriately senior level in a large complex organisation(s). In particular, you must be able to clearly demonstrate evidence of the following:

- Proven experience of serving in senior leadership positions (e.g., Chair/Board and/or CEO) with an ability to Chair the Board of an Organisation;
- Proven strategic leadership capability in an organisation of scale;
- A successful career, at an appropriately senior level, in large scale, customer-focused commercial organisations;
- Proven commercial acumen to ensure long term financial sustainability and effective risk management; and
- Proven stakeholder management, communication and interpersonal skills with an ability to build strong relationships with a diverse group of stakeholders.

Desirable:

- Knowledge of the bus industry or broader transport industry.
- Experience of working in a sector subject to economic and/or safety regulation.
- An understanding of climate change and decarbonisation issues in the public transport sector.

Ordinary Directors

Candidate's attention is drawn to the provisions of the Code in relation to the role of a Board member, where the principle states: -

- Each State body should be headed by an effective Board which is collectively responsible for the long-term sustainability of the body.
- Non-executive Board members should bring an independent judgement to bear on issues of strategy, performance resources, key appointments and standard of conduct.

Details on the role of Board Members can be found in Section 3 of the Code which can be found [here](#).

Essential:

Candidate's for the Ordinary Director positions must have significant experience at a senior management level within a large commercial organisation.

First Ordinary Director Vacancy Details

Candidate's must demonstrate: legal experience, particularly expertise in employment and commercial law; and strong communication and interpersonal skills.

Second Ordinary Director Vacancy Details

Candidate's must demonstrate: financial experience, particularly regarding ensuring long term financial sustainability; and strong communication and interpersonal skills.

Desirable:

Experience of operating in the transport sector and more specifically in a fully competitive and tendered ground transport market would be an advantage, as would previous board experience.

Candidate's will ideally have experience in one or more of the following:

- Expertise in health and safety legislation;
- An understanding of climate change and energy decarbonisation issues;
- An understanding of change management in a large organisation;
- IT/ IT Strategy experience, particularly in an organisation undergoing significant transformation; and/or
- Corporate governance practices.

The Minister encourages applications from diverse, qualified candidates to ensure the board is a true reflection of Irish society" and 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 of a member 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 up to 5 years with an option to extend the term of engagement for a second term, 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.

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.

6. Assessment Process

An Assessment Panel (the “Panel”) will be convened by PAS to consider and assess the applications received by PAS. The Panel will:

- 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.

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

Chairperson

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 does not form part of the PAS competitive process but provides an opportunity for both the candidate and Minister (s) to meet and is intended to help inform the Minister in finalising his appointment decision.

Ordinary Director

If your application is selected following the PAS assessment process, your personal information including your CV, cover letter and any additional information supplied as part of the application process is confidentially forwarded to the Department of Transport for a supplementary process. This process may comprise of a brief, informal meeting with senior officials from that Department in advance of proposals being sent to the Minister for consideration. This meeting does not form part of the PAS competitive process but provides an opportunity for both the candidate and Department to meet and is intended to help inform the Minister in finalising his appointment decision.

7. 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.

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. 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](#).

Please Note:

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 Department of Transport. 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. For more detailed information on the Department of Transport's Data Protection Privacy Notice, please see the following link [here](#). 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.
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. Click on "continue".
10. 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.
11. You will receive an e-mail confirmation (to the address listed in your publicjobs.ie profile) to confirm that your application has been submitted.