

Appointment to the Board of Ervia
Closing Date: 15:00 on Friday 23rd April 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 to the Board of Ervia

Location:	Dublin (majority of meetings in Dublin but on occasion the Board may meet in other locations such as Cork)
Number of Vacancies:	1
Remuneration:	€15,750. (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:	Approximately 3-4 days per month including attendance at Board meetings and sub-committees of the Board. A more extensive time commitment is likely to be necessary in the initial induction period. The successful candidate may be appointed to one or more of the sub-committees mentioned in Section 2 below.
Important Note:	Candidates are requested to note that, under the Gas Act 1976 (as amended), a person may not be appointed or act as a member of the Board of Ervia if he or she is a <u>director or an officer</u> of a company or other body corporate which engages, <u>within or outside the Irish State</u> , in (a) the supply of natural gas, (b) the shipping of natural gas, (c) the production of natural gas, (d) the supply of electricity, or (e) the generation of electricity.

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 to the Board of Ervia by the majority-

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, “the appointment of the chairperson, members, directors or chief executive of the designated body”, with Ervia being one of the designated bodies. Further detail on NewERA’s activities is set out in Part 3 of the National Treasury Management Agency (Amendment) Act 2014 and in the annual reports of the NTMA (www.ntma.ie).

shareholding Minister in Ervia, being the Minister for Housing, Local Government and Heritage² (the “**Minister**”), with the approval of Government.

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

Ervia is a commercial State body established as a statutory corporation under the Gas Act 1976 (as amended). Ervia is the parent body of Gas Networks Ireland (“**GNI**”) and Irish Water (“**IW**”) and provides strategic oversight of, and group central and support services to, these subsidiaries. Further information on Ervia, including its annual report, can be found [here](#).

GNI is responsible for the ownership, operation and maintenance of the natural gas transmission and distribution network in Ireland, which is regulated by the Commission for Regulation of Utilities (“**CRU**”). GNI also owns and operates gas interconnector pipelines between Ireland and Scotland and gas transmission pipelines in Northern Ireland. GNI also owns and operates a dark fibre telecoms network in Ireland (trades as Aurora Telecom). As part of the transition to a low carbon energy system, Ervia/GNI’s strategy also includes planned investment in new technologies such as compressed natural gas for transport and renewable gas and it is also exploring the feasibility of carbon capture and storage. Further information on GNI can be found [here](#).

IW is Ireland’s national water utility with responsibility for the delivery of all public water services to households and businesses including the supply of drinking water and the collection, treatment and disposal of waste water. IW is economically regulated by the CRU and environmentally regulated by the Environmental Protection Agency. Further information on IW can be found [here](#).

In 2018, the Government decided that IW would become a standalone publicly owned, commercial, regulated utility separated from the Ervia Group during 2023. The Government decided in October 2020 that Ervia, following the separation of IW, should be integrated into GNI so as to become a single entity, GNI. Preparation work in relation to this separation and integration re-organisation process is currently ongoing.

As Ervia is established under statute, candidates should note that the principal relationship and governance arrangements between the State and Ervia and its subsidiaries (the “**Group**”) are set out in legislation and the constitutional documents of its subsidiaries (e.g. GNI and IW), with relevant Ministers given various functions in relation to the Group. The Code is also relevant in this regard.

2. Functions of the Board

The Ervia Group currently operates under a “unitary board” structure, whereby the Board of Ervia is responsible for the oversight and governance of the Ervia Group,

² The Minister for Housing, Local Government and Heritage acts as the “majority-shareholding Minister” in Ervia pursuant to the Gas Act 1976 (as amended). Appointments to the Board of Ervia are made by the majority-shareholding Minister with the approval of Government.

including its subsidiaries GNI and IW. The boards of Group subsidiaries such as GNI and IW comprise only of executive directors (i.e. members of Ervia/subsidiary management teams).

Shortly prior to, or at the time of, separation of IW from the Ervia Group during 2023, it is envisaged that a separate independent board of IW will be established to oversee and govern IW once it is separated from the Ervia Group. At this point, the Board of Ervia will continue to be responsible for the oversight and governance of Ervia and GNI but will shortly thereafter be reconstituted into a new Board of GNI when Ervia and GNI are integrated to become a single entity.

The Board of Ervia is responsible for the overall performance of the Ervia Group and for ensuring good governance, including in accordance with the Code, and has reserved key decisions including, inter alia, approval of the following for the Group:

- Safety policy;
- Annual budgets;
- Multi-annual business plans;
- All contracts and expenditure with a value in excess of €10m;
- Annual Reports and Annual Financial Statements;
- Appointment/removal of auditors;
- Treasury matters;
- Significant amendments to pension schemes;
- Terms of employment of senior management;
- Code of Business Conduct;
- Enterprise Risk Management policy, Anti-Fraud Policy, Protected Disclosures Policy; and
- Anti-Bribery and Anti-Corruption Policy.

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

- Audit and Risk;
- Investment/Infrastructure;
- Remuneration;
- Project 23³.

Please note that the successful candidate may be expected to participate in one or more of these sub-committees.

The key roles and responsibilities of Board members include the following:

- Bringing independent and objective scrutiny to the oversight of the Group;
- Being prepared to be challenging when necessary while being supportive to the delivery of Group strategy and objectives;

³ The Project 23 committee is responsible for overseeing the separation of IW from the Ervia Group, from an Ervia Group governance perspective.

- Being equipped to offer considered advice on the basis of sound judgement and experience;
- Being prepared to make a time commitment to their work commensurate with their role; and
- Ensuring that the expectations of the shareholders (i.e. the Ministers) are fully met.

The Board of Ervia consists of a Chairperson and up to 10 other members, which typically includes the Group Chief Executive Officer (“CEO”). The current composition of the Board is as follows:

Name	First Appointed	Reappointed	Expiry Date	Position type	Basis of appointment
Cathal Marley	29/09/2020		See footnote below ⁴	Board Member	CEO of Ervia
Celine Fitzgerald	20/01/2015	10/01/2020	19/01/2025	Board Member	PAS Process (First Appointment)
Christopher Banks	05/07/2016		04/07/2021	Board Member	PAS process (First Appointment)
Finbarr Kennelly	11/12/2012	12/12/2017	11/12/2022	Board Member	
Fred Barry	05/07/2016	10/01/2020	19/01/2024	Board Member	PAS process (First Appointment)
Joe O'Flynn	28/11/2008	10/07/2018	09/07/2021	Board Member	
Keith Harris	05/07/2016	05/07/2019	04/07/2023	Board Member	PAS Process (First Appointment)
Mari Hurley	11/06/2013	12/06/2018	11/06/2023	Board Member	
Sean Hogan	20/01/2015	10/01/2020	19/01/2024	Board Member	PAS Process (First Appointment)
Tony Keohane	05/07/2016		04/07/2021	Chairperson	PAS process (First Appointment)

⁴ The term of appointment will expire on the earlier of (i) Mr Marley ceasing to hold the role of CEO of Ervia and (ii) 5 years from the date of signing of Mr Marley's contract of employment as CEO of Ervia (being 10 August 2020).

3. Person Specification

The Minister, with the approval of the Government, is seeking to appoint one suitably qualified candidate to the Board of Ervia.

Candidates' 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

Candidates must demonstrate evidence in their application of experience at senior executive and/or non-executive board level in either of the following:

- An organisation/company operating in the utility sector, preferably with experience in gas; or
- A large complex organisation/company which has undergone a major transformation programme with a significant organisational restructuring aspect.

Desirable

It is also desirable that candidates have some or all of the following experience:

- Understanding of climate change and energy decarbonisation issues.
- Experience in delivery or oversight of significant capital investment plans and/or major infrastructure projects.

In addition, candidates should also have the following core competencies:

- The ability to work effectively and cohesively with others in leading a team;
- A strong sense of ethics and integrity;
- Sound business judgment;
- Excellent communication skills;
- Proven ability to critically analyse information and constructively challenge;
- An understanding of good governance practices;
- An objective approach to decision-making; and
- The confidence and resilience required to operate in a complex and high profile organisation.

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 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 legal impediment or 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.

Note: Members of the Ervia 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

Under the Gas Act 1976 (as amended) and the Code, appointments to the Board will be for an initial period of up to 5 years and may, with approval of the Minister and Government, be renewed for a second term, to a maximum of 8 years in total, subject in each case to the following:

- A person may not be appointed or act as a member of the Board if he or she is a director or an officer of a company or other body corporate which engages, within or outside the Irish State, in (a) the supply of natural gas, (b) the shipping of natural gas, (c) the production of natural gas, (d) the supply of electricity, or (e) the generation of electricity.
- The Minister may, having consulted with the Minister for Public Expenditure and Reform, remove from office any member of the Board who has become incapable through ill-health of effectively performing his/her duties, or who has committed stated misbehaviour, or whose removal appears to the Minister to be necessary for the effective performance by the Board of its functions.
- A member of the Board may resign his/her office as such member by letter addressed to the Minister and the resignation shall take effect as on and from the date of receipt of the letter by the Minister.
- Where a member of the Board is nominated as a member of Seanad Éireann or for election to either House of the Oireachtas he/she shall, upon accepting nomination as a member of Seanad Éireann or upon nomination for such election, as the case may be, cease to be a member of the Board.
- Where a member of the Board (a) is adjudged bankrupt or makes a composition or arrangement with his creditors, or (b) ceases to be ordinarily resident in the

State, or (c) is sentenced by a court of competent jurisdiction to a term of imprisonment, he/she shall thereupon cease to be such a member.

- Members of the Board shall hold office on such terms and conditions as the Minister, having consulted with the Minister for Public Expenditure and Reform, determines.
- The roles and responsibilities of Board Members are described in the [Code of Practice for the Governance of State Bodies 2016](#).

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. **Please give careful consideration to the possibility of any potential conflict of interest that may arise if appointed to this Board and address this in your cover letter.**

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(s) specified in this booklet, and*
2. *Ensure that you fully answer any supplementary questions which are presented to you as part of the 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.

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

6. Assessment Process

A Board Selection Panel (“**Assessment Panel**” or “**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:

- An initial screening of the expressions of interest received against the specific appointment criteria for the role;
- Shortlisting;
- Interview;
- Any other assessment method considered appropriate;
- Reference checking;
- 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 National Treasury Management Agency (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 to the Minister pursuant to Section 19 of the National Treasury Management Agency (Amendment) Act 2014.

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

7. Confidentiality

Subject to the provisions of the Freedom of Information Act 2014, applications will be treated in strict confidence. All enquiries, 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 National Treasury Management Agency (Amendment) 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.ie profile is yours to manage, amend, update or delete as appropriate. For more detailed information on PAS' Data Protection Policy, please see its [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), may be forwarded to the relevant Government Departmental staff. 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 Housing, Local Government and Heritage will retain your information for the duration of your appointment.

For further information on Data Protection please follow the [link](#).

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.