

Appendix

10. Development of a specification for Board role

10.1 In the case where a new appointment will be necessary as a result of expiration of a term of a current member the relevant Government Department should formally initiate the appointments process by engaging with NewEra and PAS, in as far as possible, at least six months before the term of the current member expires. In all other cases where a new appointment will be necessary (e.g. in event of resignation of a director /board member) the relevant Government Department should formally initiate the appointments process by engaging with NewEra and PAS, as soon as possible. In all cases a detailed and comprehensive job specification will be developed through consultation with NewERA, the relevant Government Department, the Chairperson of the designated body / its Board and PAS.

10.2 The specification which will be provided to PAS should set out key requirements for the Board role(s) including:-

- necessary skills, knowledge and expertise;
- breadth of experience and required sectoral / stakeholder expertise;
- other desirable qualifications;
- range of skills of existing Board members(s);
- diversity and other matters for considerations (e.g. geographical balance, international membership);
- personal attributes.

10.3 The specification must also set out the number of vacancies which the Minister proposes – subject to the availability of suitable individuals – to fill from the process.

10.4 In developing the specification regard shall be had to any detailed template for State Board roles generally which has been developed by PAS, with the objective of ensuring that the specification sets out a clear format for the detail and quality of information to be provided in respect of each Board role.

10.5 The specification will reflect the outcome of consultation with the current Chairperson of the relevant Board / designated body. In this context, the Chairperson should advise NewERA of the needs of the board for new skills, competencies or experience in order to ensure that it can effectively perform its role.

10.6 The final specifications must be agreed by NewERA and the relevant Government Department in consultation with PAS.

11. Publication of roles

11.1 Once the final specification is agreed in accordance with section 10.6 PAS will publish it on *stateboards.ie* seeking expressions of interest for the role.

11.2 In order to seek to maximise the size of the potential pool of applicants, NewERA and PAS may:

- (i) draw on expressions of interest received for other State Board vacancies where applicants have indicated an interest in being considered for roles on other State Boards;
- (ii) engage with appropriate bodies, organisations, groups etc. to increase awareness of the Board role and encourage the submission of expressions of interest by suitably qualified candidates
- (iii) where necessary and appropriate in seeking to ensure there are sufficient applicants to meet the criteria laid down for particular roles, make efforts to identify suitably qualified individuals that may be interested in participating in the process.

In undertaking (i), (ii) and (iii) above NewERA and PAS will liaise and co-ordinate with each other.

11.3 A minimum of two weeks shall be given for the receipt of expressions of interest through stateboards.ie following the announcement of the Board opportunity.

12. Assessment process

12.1 A Board Selection Panel (“Panel”) to be convened by PAS in conjunction with NewERA will 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:

- Consideration of the written applications; and/or
- Interview / conference call ; and/or
- Referee checks; and/or
- Any other selection method deemed appropriate

12.2 The Selection Panel will usually comprise four nominees, made up as follows: two representatives from NewERA, one of whom will act as Chairperson of the Panel, the Chairperson of the relevant designated body and an independent expert nominated by PAS.

12.3 The PAS will manage the process in accordance with the guidelines and provide administrative support and guidance to the Panel.

12.4 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 it pursuant to section 19. In this regard the Panel should be cognisant of the Government Decision that at least of 40% of the membership of each Board are of each gender (see paragraph 16 below).

12.5 In order to underpin the performance of the statutory function of Ministers in making appointments to State Boards, NewERA, in implementing these Guidelines as far as possible, should seek to ensure that the lists provided to Ministers contain a sufficient number of suitable candidates to allow the Minister to exercise appropriate choice in his or her decision-making.

12.6 It is, therefore, open to Ministers in setting out for NewERA the requirements for filling vacancies on State Boards to advise on a target minimum size of any list, subject to the overriding requirement that any listed candidate meets the relevant criteria laid down for the role.

12.7 The list of suitable candidates submitted by NewERA to the Minister for consideration shall include reasons the candidates have been assessed as meeting the criteria agreed for the Board role for publication by the Minister in due course in the case of members appointed to State Boards.

12.8 In circumstances as envisaged under paragraph 9.1.4 in the Guidelines where a Minister has separately identified an eminent, high-calibre and highly-qualified candidate suitable for appointment as a Chair of a State Board the Minister will on appointment publish information confirming the candidate's qualification and suitability for the role.

12.9 PAS will publish on a three monthly basis an update on *stateboards.ie* on the operation of the appointments system containing information on for each State Board role advertised, the number of expressions received and the numbers of candidates assessed as suitable for appointment and advised to the Minister as well as the number of appointments made by the Minister from the list.

12.10 In order to safeguard the reputation and independent standing of NewERA and PAS in light of their respective key roles under these new arrangements in supporting Ministers in making appointments to State Boards, it will be open to NewERA and/or PAS to raise concerns regarding the operation of the revised model, or any attempt to interfere with the process, with the relevant Minister in the first instance. For the avoidance of doubt, if necessary, PAS may also seek to resolve any issues with the assistance of the Commission for Public Service Appointments.

13. Appointment of Board Members

13.1 The selection of the candidates to appoint from the list is solely and exclusively a matter for the relevant Minister in light of the objectives of the revised appointments system to ensure that State Boards have an appropriate mix of the experience, knowledge and skills to successfully oversee the performance of the Board's functions.

13.2 Consistent with best corporate governance practice 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.

13.3 Where the list arising from the selection process does not contain a sufficient number of candidates for consideration for appointment by the relevant Minister the Minister may advise NewERA in writing of further candidates that should be assessed through the same process as the initial list for inclusion in a revised list.

13.4 Once the relevant Minister has decided on the appointments, NewERA and PAS will be notified. PAS will inform unsuccessful candidates and NewERA and/or the relevant Department will inform successful candidates.

13.5 It is expected that following the completion of the process that the appointment shall in normal circumstances be made in advance of the vacancy arising unless there are compelling reasons why this is not possible.

13.6 At the time of the appointment of new members of State Boards, information shall be published by the relevant Department, for example in the press release announcing the new member(s), on the specific reasons the person(s) appointed meet the criteria determined by the relevant Minister for the role. This requirement may be waived if required to protect the personal security of some or all of the appointees.

14. Engagement between proposed Chairs and Oireachtas Committees

14.1 The obligation introduced in 2011 on prospective Chairs of State Boards to appear before appropriate Oireachtas Committees continues in force.

15 NewERA State Companies

This section is not applicable.

16. Interaction of these Guidelines with other policies and guidelines

16.1 Compliance with the Government Decision of 23 July 2014 on Gender Balance on State Boards is an essential requirement of these Guidelines. Reflecting the new process, these requirements are as follows:-

a) Each Department should as part of the implementation of the arrangements set out under these Guidelines for the filling of vacancies on State Boards prepare a plan to reaffirm and achieve the target of at least 40% for representation of each gender on State Boards within its remit during the lifetime of the present Government.

b) The plan should include a schedule of the Boards which fall to be replaced in totality in each year as well as provision for the filling of any existing or future casual vacancies by reference to the specific skills-set desirable for members of each such Board.

c) Departments should maintain a particular focus on those Boards on which either women or men are currently significantly under-represented and should actively seek to appoint candidates of the under-represented gender from the list sent forward by the selection panel.

d) Departments should in the case of Boards which have already achieved the 40% target seek to move towards 45% of each gender as a new target for gender equality and with a view to meeting the Government's overall target of 40% of each gender across all Boards.

e) Departments will be asked to report to the Department of Justice and Equality on the implementation of these actions within six months. Six-monthly reports will also be submitted to Cabinet.

f) In order to support the delivery of the Government's target on gender equality on State Boards, the Department of Justice and Equality will proceed with a pilot project for the development of a Talent Bank of women who would be prepared to serve on State Boards as a resource available to Ministers and other nominating bodies. The Talent Bank may be used by PAS in the context of its roles in identifying potential candidates to serve on State Boards that currently fall below the 40% target for female representation.

16.2 The *Code of Practice for the Governance of State Bodies* details the key roles and responsibilities of State Boards. It is proposed to update and revise the *Code of Practice* to incorporate the objectives of the Government Decision.

17. Promotion of participation on State Boards

17.1 NewERA and PAS may, on a co-ordinated basis, develop and put into effect measures to increase the pool of potential candidates for membership of the Boards of relevant designated bodies.

18. State Boards Liaison Officers

18.1 Each Department is required to identify a State Boards Liaison Officer (“SBLO”), at Principal Officer level. This official will be responsible for engaging with NewERA on behalf of the Minister to discharge the responsibilities set out in these Guidelines.

18.2 The SBLO and NewERA should discuss the programme of work in terms of relevant appointments at State Board falling under the aegis of the relevant Minister expected to arise during each following six month period.

19. Database of State Boards

19.1 A comprehensive database on each State Board subject to these Guidelines will be published on stateboards.ie by end Q1 2015 containing the following information:-

- the title of the Board
- the legislative basis and the legislative provisions relating to the composition of the Board, appointments and the filling of vacancies on the Board.
- in the case of Boards established under the Company Law Acts, information corresponding to the foregoing or analogous information in relation to entities subject to these arrangements not established under Statute or Company Law
- the current Board membership
- the percentage of each gender on the board
- the terms of appointment of the current members

19.2 To assist in the maintenance of this database and to ensure that it contains up-to-date information all Departments are required to notify all appointments to State Boards (including *ex officio* positions) to the Department of Public Expenditure and Reform at the time of appointment.

20. Review

20.1 A review will be completed and published by the Minister for Public Expenditure and Reform, in cooperation with the Public Appointments Service and NewERA regarding the designated bodies, within 18 months of the new arrangements coming into force to assess whether the revised appointments model has:-

- increased access to participation on State Boards;
- ensured an open and transparent assessment process; and
- contributed to a strengthening in the calibre and quality of appointments to State Boards.

The review will include an assessment of any workload implications for Departments and agencies.

21. Status of these Guidelines

21.1 On the basis of the Government Decision Compliance with these Guidelines is mandatory for all Departments. The Guidelines will be updated as required. Any queries regarding these guidelines should be directed to stateboards@per.gov.ie in the Government Reform Unit, Department of Public Expenditure and Reform.