

Governance and Management Arrangements

Corporate Governance

The Group is committed to maintaining the highest standards of corporate governance. During the year the Group was compliant with the Code of Practice for the Governance of State Bodies (“the Code”) issued by the Department of Public Expenditure and Reform in August 2016. The Code sets out the principles of corporate governance which the Boards of State Bodies are required to observe.

The Group also complies with the corporate governance and other obligations imposed by the Ethics in Public Office Act, 1995 and the Standards in Public Office Act, 2001. The Group also has regard to the principles of the UK Corporate Governance Code revised in July 2018 and the Irish Corporate Governance Annex issued in December 2010.

You can find details of our board and leadership structure [here](#).

The Board

The Board constitutes a non-executive Chairperson, the Chief Executive, in his role as an executive Director, Deputy Chairperson, an employee representative Director and seven non-executive Directors. All Directors are appointed by the Minister for Communications, Climate Action and Environment and their terms of office are set out in writing.

While day to day responsibility for the leadership and control of the Group is delegated to the Chief Executive and his Management Team, within defined authority limits, the Board is ultimately responsible for the performance of the Group.

The Directors have individually resolved to comply with the Group’s Code of Business Conduct for Directors.

Annual reviews are conducted of the performance of the Board and the Chairperson. The Board has a formal schedule of matters specifically reserved to it for decision at the Board Meetings normally held monthly. Board papers are sent to Board members in the week prior to Board Meetings.

The Board Members, in the furtherance of their duties, may avail of independent professional advice. All Board Members have access to the advice and services of the Company Secretary. Insurance cover is in place to protect Board Members and Officers against liability arising from legal actions taken against them in the course of their duties.

The Board conducts an annual review of the effectiveness of the system of internal controls including financial, compliance and risk management. As noted in the Internal Controls section of the Directors’ Report, the Board has not identified, nor been advised of, any failings or weaknesses which it has determined to be significant.

Board Committees in 2019

The Board has an effective committee structure to assist in the discharge of its responsibilities, consisting of a number of committees. During the financial year the standing committees were: the

Audit Committee, the Remuneration Committee, the Grid Infrastructure Projects Committee, the Public Affairs Committee and the Risk Committee. During the financial year the Board reviewed the remit of each of the committees.

The Audit Committee's function is to assist the Board in fulfilling its oversight responsibilities relating to the financial reporting process, the system of internal control, the audit process, monitoring the independence of the auditors and compliance with laws and regulations including the Code of Practice for the Governance of State Bodies. The Board is satisfied that at all times during the financial year at least one member of the Committee had recent and relevant financial experience.

EirGrid plc has adhered to Government policy in relation to the total remuneration of the Chief Executive. The Chief Executive's remuneration is set within a range determined by the Department of Public Expenditure and Reform and the Department of Communications, Climate Action and Environment. The Remuneration Committee approves the structure of remuneration for Senior Management.

The Grid Infrastructure Projects Committee's function is to oversee the implementation of grid development strategy and review infrastructure projects which are expected to come forward for approval to the Board.

The Public Affairs Committee's function is oversight of public affairs and stakeholder engagements across the Group.

The Risk Committee's function is to oversee and monitor the Risk Management Policy and Risk Management Framework, review EirGrid's risk appetite and review the effectiveness of responses to key risk exposures.

The Board

Brendan Tuohy - Chairperson

Brendan Tuohy was appointed to chair of the EirGrid Board in November 2019. He served as Secretary General of the Department of Communications, Energy and Natural Resources from 2000-2007. Since then, he has been a director of several boards of companies. He holds a degree in Civil Engineering from University College Cork and postgraduate qualifications in environmental engineering and management from Dublin University Trinity College. He is a Chartered Engineer, Fellow of the Institution of Engineers of Ireland and a Fellow of the Irish Academy of Engineering. Brendan is also currently chairman of MAREI (the Science Foundation Centre for Climate, Energy and Marine); Chairman of TILDA (Irish Longitudinal Study on Ageing); Chairman of the UN body Global eSchools and Communities Initiative and Chairman of the Quality Council of the Kerry Education and Training Board.

Dr. Theresa Donaldson - Deputy Chairperson & Board Member

Dr. Theresa Donaldson is a Chartered Director with the Institute of Directors. She holds Non-Executive Director roles with NI Probation Board, NI Equality Commission and the Centre for Effective Services. She is a member of the Lord Chief Justice Solicitors' Disciplinary Panel for NI and is a member with NI Appeals Committee for BBC Children in Need. She was Chief Executive of Lisburn

& Castlereagh City Council (June 2014-September 2018) and Chief Executive of Craigavon Borough Council (2010-2014). Prior to this Theresa held several senior management positions in health and social care and legal services in NI including as Director of Policy and Civil Service Delivery in the Northern Ireland Legal Services Commission.

Shane Brennan - Board Member

Shane Brennan was appointed to the board in December 2016 as EirGrid staff representative. He is an engineering graduate from the University of Ulster, holds a post graduate diploma in Environmental Engineering from Trinity College Dublin, post graduate diploma in corporate governance from UCD Smurfit and is a member of Engineers Ireland. He has over 20 years of engineering experience and commenced employment with EirGrid in 2008 as a Project Manager in Grid Development. He is currently the Senior Project Manager for the Northern Ireland element of the North South Interconnector project and has represented the company at many public engagements throughout Ireland and Northern Ireland.

Tom Coughlan - Board Member

Tom Coughlan has extensive senior management and leadership experience having retired as Chief Executive of Clare County Council following a career in local government. He has wide experience in the public sector having served as chairman and director of various committees and boards at national and local levels. Tom is Chairperson of the Health and Safety Authority and Chairperson of the Legal Practitioners Disciplinary Tribunal. He is also a non-executive Director of EirGrid plc and Failte Ireland.

Lynne Crowther - Board Member

Lynne is an experienced social media consultant who has developed and implemented award winning online content for many blue chip organisations. She has worked on local, national and international initiatives for a wide range of companies and provides guidance, training, mentoring, activation and evaluation. Lynne also lectures at the University of Ulster on the PG Cert/Dip/Masters in Digital Media Communication in the areas of digital strategy and content strategy. She is a Board member of the Consumer Council for Northern Ireland and writes an award winning blog.

Mark Foley - Board Member

Mark Foley joined EirGrid as Group Chief Executive in June 2018, having held the role of Managing Director of Land Solutions in Coillte since January 2016. Previous to that, Mark was Managing Director of Coillte Enterprise where he led the development of new businesses in renewable energy, telecommunications, land development and land sales. Before that, from November 2000 to August 2008, Mark was Director of Capital Programmes at Dublin Airport Authority. In this role he was responsible for master planning, permitting, planning and delivery of c. €1.5bn in airport infrastructure at Dublin, Shannon and Cork airports. Prior to that Mark held a number of senior executives roles with multinationals in the Speciality Chemicals and Electronics sectors. Mark has a Bachelor of Chemical Engineering Degree from University College Dublin, a Masters in Industrial Engineering from University College Dublin and has attended executive development courses in Penn State University and IMD.

Michael Hand - Board Member

Michael Hand was appointed to the EirGrid Board in July 2015 for a period of five years. Michael has extensive experience over 30 years as a senior leader in the Consulting Engineering and Construction sectors in Ireland. He has acted as Director and Managing Director of private and public companies. He has also acted as CEO and Director of Grangegorman Development Agency. He has a track record in the design and delivery of major strategic infrastructure projects throughout Ireland. He has also worked with distinction as a volunteer and Director in the voluntary community sector. Michael is highly qualified in Engineering and Business. He holds a Degree in Civil Engineering from NUIG and a Masters in Business Administration from UCD. In 2014, he was conferred with an Honorary Doctorate by TU Dublin in recognition of his contribution as an engineer, a public servant and as a servant to his community. He is a Fellow of four professional institutions and is a Chartered Engineer, a Chartered Director and a Chartered Water & Environment Manager.

Eileen Maher - Board Member

Eileen is an experienced strategic advisor having spent the past 30 years in the telecoms industry. She is also a member of the Board of Nama and the Compliance Committee of the Broadcasting Authority of Ireland. She was the Director of Strategy and External Affairs in Vodafone. She has strong strategic, commercial, transformation, regulatory and legal experience. She has a track record for developing and executing key strategic infrastructure projects. She also has a history of negotiating commercial joint ventures, partnerships and acquisitions.

Liam O'Halloran - Board Member

Liam O'Halloran has extensive senior management experience in multinational electronic and telecommunications companies. Liam previously held the position of Senior Vice President of DEX Europe, a US based company providing repair and logistics services to major electronics multinationals and Vice President of European Operations for Jabil Global Services, a global electronics services company. Liam was also Director of Customer Operations and Regulation at Magnet Networks and later served as Executive Chairperson of ALTO, the Association of Alternative Telecommunications Operators. He is a Director of Alcomis, a company development consultancy with clients in Electronics, Software, Distribution and Services sectors. Liam was also Director of Customer Operations and Regulation at Magnet Networks and later served as Executive Chairperson of ALTO, the Association of Alternative Telecommunications Operators. He is a Director of Alcomis, a company development consultancy with clients in Software, eLearning and Services sectors.

John Trethowan - Board Member

John Trethowan is a native of County Down and is married with one son. He is a career Banker and is currently the Head of the Credit Review Office, which provides an appeals mechanism for Small Businesses and Farms which have been refused bank credit in Ireland. He is also a Commissioner of the Central Bank of Ireland, where he is a member of its Audit Committee and Risk Committee. John chairs the EirGrid Audit Committee and is a member of the Risk Committee. He has extensive Boardroom experience in Banking, Public Transportation, Public Healthcare and in the Voluntary Sector.

Martin Corrigan - Company Secretary

Martin Corrigan was appointed Chief Strategy Officer of EirGrid Group in June 2020. Martin joined EirGrid in 2017 and previously held the role of Director - Strategic Initiatives. Prior to joining EirGrid, Martin held senior executive positions in One51 plc from 2006 to 2017 and before that senior finance roles in a number of Irish and overseas companies. He is a graduate of Dublin City University and a Fellow of Chartered Accountants Ireland.