

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') revised and issued by the Department of Finance 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 September 2014 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 consists of a non-executive Chairperson, the Chief Executive, in his role as an executive Director, an employee representative Director and seven non-executive Directors. All Directors are appointed by the Minister for Communications, Energy and Natural Resources 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 are aware of, and have individually resolved to comply with, the Group's Code of Business Conduct for Directors. Procedures are in place for the annual review 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 usually held monthly. Board papers, which include monthly financial statements, 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 2017

The Board has an effective committee structure to assist in the discharge of its responsibilities, consisting of a number of committees. The five standing committees are: the Audit Committee, the Remuneration Committee, the Risk Committee, the Grid Infrastructure Projects Committee, and the Public Affairs Committee. During the year the Board reviewed and updated the membership of its 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 year at least one member of the Committee had recent and relevant financial experience.

EirGrid has regard to Government policy in relation to the total remuneration of the Chief Executive. The Remuneration Committee, with the consent of the Department of Communications, Energy and Natural Resources and the Department of Public Expenditure and Reform, determines the level of the Chief Executive's remuneration. The Committee also approves the structure of remuneration for Senior Management.

The Risk Committee's function is to assist the Board in fulfilling oversight responsibilities relating to the management of risk. This includes reviewing and approving the EirGrid Risk Management Policy and Risk Management Framework, setting EirGrid's risk appetite and reviewing the effectiveness of management's responses to key risk exposures

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 in the near future.

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

The Board

John O'Connor CHAIRPERSON

John O'Connor was appointed Chairperson of the Board of EirGrid with effect from 12 November 2013. From 2000 to 2011, he was the Chairperson of An Bord Pleanála, the independent national tribunal for the determination of planning appeals and strategic infrastructure projects. Prior to that, he served for 35 years as a civil servant in the Department of the Environment where he occupied senior positions as Finance Officer, Principal Housing Policy and Finance and Assistant Secretary in charge of the Planning and Water Services

Division. He has also served as director of three commercial State Bodies: the Housing Finance Agency, Temple Bar Properties and the Dublin Docklands Development Authority. He is also the Chairman of the Pyrite Resolution Board. He holds a Diploma in Public Administration from UCD.

Fintan Slye CHIEF EXECUTIVE

Fintan Slye was appointed Chief Executive of EirGrid on 1 October, 2012. He had previously held the position of Director of Operations of EirGrid, in which he had responsibility for the operation of the power system in Ireland and Northern Ireland, as well as for managing EirGrid and SONI's programme of work to facilitate the integration of world-leading levels of renewables on the power system. Before his appointment to that position, Fintan worked for McKinsey & Co in their Dublin office, supporting companies across Ireland, UK and Europe. Prior to that, he held a number of project and management roles in ESB National Grid and ESB International. Fintan completed a Masters in Business Administration from UCD in 2001 and a Masters in Engineering Science in 1993.

Dr. Joan Smyth DEPUTY CHAIRPERSON

Joan Smyth was appointed to the Board of EirGrid in June 2009 and reappointed for a further 5 years in 2014. In September 2015, the EirGrid Board appointed her as Deputy Chairperson of the EirGrid Board. She was Chairman of the Progressive Building Society based in Belfast and was a Director of Trinity Housing Association. She currently chairs the Woman's Fund for Northern Ireland and was, for more than five years, Chair of the Chief Executives' Forum. She served two terms as Chair of the Northern Ireland Transport Holding Company from 1 July 1999 to 30 June 2005 and was Chair of the Equal Opportunities Commission for NI from 1992 (Chair & Chief Executive until 1 October 1998) remaining in post until the new Equality Commission was established in October 1999. She was elected to the Board of the British Council in September 1999 and has chaired its Northern Ireland Committee. Dr. Smyth has a BSc (Econ) from Queen's University, Belfast and is a Companion of the Institute of Personnel and Development. Dr. Smyth is a past Federation President of Soroptimist International of Great Britain and Ireland and a member of the International Women's Forum. She is Vice President of the Railway Preservation Society of Ireland. She was awarded a CBE in the 1998 New Year's Honours List.

Liam O'Halloran

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 Chairman 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.

He left BGE in 2007 to work in the private sector as a strategic business consultant, setting up Spruce Consulting Ltd.

Michael Hand

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 and latterly as CEO and Director of Grangegorman Development Agency. During his career he has played a lead role in the growth and development of PH McCarthy Consulting Engineers, a leading multidisciplinary business as Director, Managing Director and Executive Chairman. Following the merger of the business with WYG Group plc he was Managing Director of the WYG Engineering Ireland business for 3 years before joining GDA in 2010. He has a track record in the design and delivery of major strategic infrastructure projects throughout Ireland.

Michael is highly qualified in engineering and business and is a Chartered Engineer, a Chartered Director and a Chartered Water & Environment Manager. He holds a degree in Civil Engineering and a Masters in Business Administration. In 2014, he was conferred with an Honorary Doctorate by DIT 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.

Shane Brennan

Shane Brennan was appointed to the Board of EirGrid in December 2016 for a period of five years, following his election as the 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 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 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.

Lynne Crowther

Lynne Crowther was appointed to the Board of EirGrid in June 2017 for a period of five years. Lynne is a communications consultant, providing guidance and mentoring on social media strategy, implementation and training. She has worked on local, national and international initiatives for companies including: Coca-Cola Europe, National Trust, RAIN (Replenish Africa Initiative) Deloitte, Translink, Belfast City Council, Antrim & Newtownabbey Council, Derry City Council and Red Cross. She is a Board member of the Consumer Council for Northern Ireland and writes an award winning blog.

John Trethowan

John Trethowan was appointed to the Board of EirGrid in June 2017 for a period of five years. John is a native of County Down, and is married with one son. John 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 has extensive Boardroom experience in Banking, Public Transportation and Public Healthcare.

Eileen Maher

Eileen Maher was appointed to the Board of EirGrid in June 2017 for a period of five years. Eileen is an experienced strategic advisor having spent the past 30 years in the telecoms industry. She has strong strategic, commercial, transformation, regulatory and legal experience. She has a track record for developing and executing key strategic initiatives and a history of negotiating commercial joint ventures, partnerships and acquisitions. She was the Director of Strategy and External Affairs in Vodafone. She is also a member of the Compliance Committee of the Broadcasting Authority of Ireland.

Dr. Theresa Donaldson

Dr. Theresa Donaldson was appointed to the Board of EirGrid in June 2017 for a period of five years. Dr. Donaldson is Chief Executive of Lisburn & Castlereagh City Council (from 1 June 2014). Prior to this appointment she was Chief Executive of Craigavon Borough Council (2010-2014). From 1985 to 2010 Theresa held a number of positions in health and social care and legal services including: Director of Policy and Civil Service Delivery in the Northern Ireland Legal Services Commission (2004 – 2010); Deputy Director of the Northern Ireland Guardian Ad Litem Agency (1996- 2004), and Children's Services Manager with the NSPCC (1985- 1996). Theresa held a public appointment as Chair of a Health and Social Services Research Ethics Committee for 6 years (2004-2010) and a Judicial Appointment as Lay Member Charity Tribunal (2012-2014).

Tom Finn COMPANY SECRETARY

Tom Finn was appointed Company Secretary of EirGrid and its subsidiary companies in October 2016. He also holds the role of Head of Legal for the EirGrid Group. He is an experienced practicing lawyer with over 30 years post-qualification diverse legal and senior management experience within private practice, industry and the public sector. At various stages of his career, Tom has been a practicing Barrister, In-House Lawyer, Solicitor and Legal Manager. He holds a Diploma in Corporate Governance from the Law Society of Ireland.