

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 Finance on 15 June 2009. 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 normally 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 2015

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 Grid Infrastructure Projects Committee, the Pensions 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 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 Pensions Committee's function is to monitor the sustainability of the various EirGrid Group pension obligations entered into and the ongoing viability of each of the schemes.

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

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 Womans 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 Womens 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.

Richard Sterling

Richard Sterling is former Managing Director of Coolkeeragh Power Limited based in Derry and is a past President of Londonderry Chamber of Commerce. He was appointed a Board Member of Ilex, the Urban Regeneration Company for the Derry City Council area in 2003, and during his six year term he served as Acting Chairman and Deputy Chairman. Richard was awarded an OBE in 2003 for services to the Basic Skills Committee and to business in Northern Ireland.

Dr. Gary Healy

Dr. Gary Healy is Head of External Affairs at Vodafone Ireland. Dr. Healy was Director of Market Development in the Commission for Communication Regulation (ComReg) and head of public

policy at Telefonica Ireland and a regulatory consultant with PriceWaterhouseCoopers. Dr. Healy has advised clients in Ireland on regulatory and public policy and on projects supporting governments in Eastern Europe and the Middle East. Prior to joining ComReg, Dr. Healy was Country Manager with Thomson Reuters and CFO for a Citibank subsidiary in the UK. Dr. Healy has a PhD in Government and Law from DCU, an MBA from DCU, a MA Modern History from Middlesex University and is a qualified accountant.

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.

Bride Rosney

Bride Rosney is currently the Secretary to the Board of Trustees of the Mary Robinson Foundation – Climate Justice of which she was the founding Chief Executive Officer. She was Director of Communications with RTÉ from 2001 to 2009 and worked in the private sector as a communications consultant in the spheres of new technologies and the arts from 1998 to 2001. Between 1990 and 1997, she worked as Special Advisor to Mary Robinson for an eight-year period, during her time as President of Ireland and United Nations High Commissioner for Human Rights. A graduate in Science from University College Dublin and Computer Practice from Trinity College Dublin, with over twenty years' experience in education and educational research at both second and third levels, Bride previously worked as a teacher, educational researcher and school principal.

Doireann Barry

Doireann Barry was appointed to the Board of EirGrid in December 2011 for a period of five years, following her election as the EirGrid staff representative. She has been involved in the electricity industry since 1999 and has worked in many areas across EirGrid. In her current role, as Smart Grid Programme Manager, she has responsibility for the coordination of all Smart Grid-related activities in EirGrid Group. She has represented the company both nationally and internationally, as a speaker at conferences. She is an Electrical Engineering graduate of University College Cork and is a member of Engineers Ireland

Gerry Walsh

Gerry Walsh was appointed to the Board of EirGrid in July 2015. Gerry is an experienced Director in private and state sectors. He also works as an advisor and business consultant in

strategic management and leadership team performance management and is also an experienced executive coach.

He is a non-executive director in a number of companies in private and public sectors. Gerry was CEO of Bord Gais Éireann from 2000 to 2007, is a UCC Engineering and MBA graduate, and is a Fellow of Engineers Ireland.

Having started his career in the construction industry, Gerry spent over twenty years working in Bord Gais Éireann (BGE). He filled a number of general management and strategic roles in BGE culminating in a seven year period as Chief Executive. He led the transformation of the state-owned business to become a highly successful all Ireland natural gas and electricity supplier and investor in electricity generation. As CEO he was responsible for the development and roll out of a capital programme of approximately €1billion.

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 EngineeringIreland 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 a 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

Niamh Cahill

Lawyer Niamh Cahill is the Company Secretary for EirGrid. Niamh is a graduate of NUI Galway BA (Hons) and LL B (Hons) and holds a BL from King's Inns, Dublin. She was called to the Bar in Ireland in 1985 and the UK Bar (Middle Temple Inn) in 1988. She has extensive experience both in private practice (Four Courts, Ireland) and as an inhouse legal Counsel worked for a wide range of major international private and public companies in the Republic of Ireland and the UK. Prior to joining EirGrid, Niamh worked as

a senior commercial Lawyer within ESB Group, where she had responsibility for managing and mitigating a wide range of commercial legal risks in the Irish electricity market and ESB's international investments.