

Position Specification

Non-Executive Director
Strategic Challenge & Market Design

Introduction

Energy is the lifeblood of society and the economy. Great Britain's increasingly complex energy system must be planned and operated in a way that considers the interactions across electricity, gas and other forms of energy. Consideration must also be given to the interdependencies with other sectors, such as water, transport, telecommunications and industry. Traditionally, the nation's energy system has been split into the two core areas of gas and electricity, but faced with a need for fundamental transformation, the pace of change continuing to accelerate and a clear government ambition to reach 'Clean Power' by 2030, a single entity has been established with responsibilities across the whole energy system.

The National Energy System Operator (NESO) was launched in October 2024; a new independent, government-owned body that is now translating policy into immediate strategy across the whole system. At NESO, we are bringing together activities required to deliver the plans, markets and operations of the energy system of today and the future. This builds on the legacy experience of the Electricity System Operator, where we had extensive expertise in balancing electricity supply and demand 24/7, while making sure the networks we operated and the markets we served were prepared for the future. Bringing the broader range of activities together in one organisation encourages holistic thinking on the most cost-efficient and sustainable solutions to the needs of our customers, society and the economy.

As we continue to build the skills within NESO and enhance the organisation's governance, we are seeking a new non-executive director (NED) to join the board. As well as playing a key role in driving the organisation's overall mission, values, and strategic direction, this NED will specifically bring the "investor mindset" to the board, underpinned with specific expertise on the changing energy market dynamics, and will therefore bring a focus and perspective on investment across the sector. They will offer critical support and challenge on NESO's planning and recommendations, which in turn will deliver much-needed long-term certainty and stability for investors and accelerate the growth of the UK's clean energy industries.

This is an exciting time to be at the heart of what is an unprecedented move to bring an independent, impartial voice to energy system planning and operations, and ultimately work towards optimal outcomes for energy consumers. If this opportunity excites you, and you have the skills and experience we are seeking I would be delighted to hear from you.



Dr Paul Golby CBE FREng
Chair, National Energy System Operator

Position Overview

The incoming Non-Executive Director (NED) will help with the continuing establishment of NESO as a new business and the development of its governance as an independent advisor to Government. They will help NESO navigate heightened political, industry, and public scrutiny, including by managing increased risks and ensuring robust assurance over new processes and systems.

A strong relationship between the sector and the investment community is imperative to a successful transition for the UK energy sector and therefore the board of NESO would like to appoint a NED who will bring the “investor mindset” to the board of directors with specific expertise on the changing energy market dynamics, bringing a focus and perspective on investment across the sector. They will ideally bring the voice of the investor to the board discussion, highlighting to the broader board and executive how the investment committee might react to the agenda set by NESO. They will play a central role in shaping the board’s recommendations and decisions that underpin the substantial investment required to transform the country’s energy system. NESO has already recommended, and the Government has accepted, proposals to achieve a Clean Power electricity system by 2030 and the need to secure over £40bn in annual investment. The NED will play a pivotal role as the board oversees how these investment recommendations are optimized, through careful design, to attract investors, whilst minimizing impacts on communities and ensure that their wider benefits are seized upon.

Looking ahead, NESO is also responsible for producing the first ever strategic spatial plan (SSEP) for energy out to 2050, across land and sea in Great Britain. The NED will provide strategic oversight and critical challenge as the business develops the first iteration of the plan, which will take a strategic approach considering energy needs at a national and regional level, and across different types of energy including electricity, gas and hydrogen. This whole energy system approach will also take into account societal and environmental interests, as well as safeguarding system resilience and ensuring a low-cost system.

With the NED’s input, the board will ensure the SSEP is strategically elevated, and support NESO’s aspiration for energy infrastructure planning to ultimately give investors’ confidence on where to build and when.

The NED should build strong relationships with the chair, fellow NEDs, and executive directors, fostering a culture of transparency and effective communication. Finally, the NED will be expected to support the organisation’s mission, values, and strategic direction, while ensuring that the organisation’s activities uphold the highest standards of ethical conduct and accountability.

NESO is committed to building a diverse and inclusive board and welcomes applications from individuals of all backgrounds. We are committed to making reasonable adjustments to support job applicants and ensure that you are comfortable and not disadvantaged in the recruitment and assessment process. If you require a reasonable adjustment to be made or would like to discuss your requirements in more detail, please tell us what changes you require. Reasonable adjustments are not just for people with a disability.

Our Purpose, Vision And Values



Our purpose is to forge the path to a sustainable future for everyone.



Our vision is a future where everyone has access to reliable, clean and affordable energy; our work will be a catalyst for change across the global community

Our values are what define us, setting the foundation for our purpose and guiding us as we move towards achieving our vision.



Accelerate Progress

We deliver better outcomes at pace when we take accountability, are courageous and progress the bigger picture.



Be Curious

We achieve more when we demonstrate a growth mindset, being curious, asking questions beyond and within our organisation to develop, learn and innovate.



Build Trust

We build trust when we listen to and understand the needs of our colleagues and customers, are transparent with our actions and deliver on our commitments.



Create Belonging

We perform at our best when we can be our true selves, embrace diversity and are truly inclusive.

Board Composition

The Board is composed of a dynamic mix and vibrant group of individuals, each bringing a wealth of experience and a commitment to excellence in governance and strategic oversight. Please see Appendix I for an overview of the current NESO Board of Directors.

Principal Accountabilities & Candidate Requirements

The NED will have a number of key responsibilities:

- **Strategic Oversight:** Offer independent and informed perspectives on NESO operations, infusing the Board with external expertise and insights on governance, as well as boardroom best practices. Contribute to long-term business strategy, aligning with NESO's mission amid significant change. Work closely with the Executive Committee to set strategic priorities, monitor industry trends, and adapt strategies to evolving market and regulatory landscapes. Emphasise innovation and sustainability in strategic planning.
- **Market Investment Appraisal:** Provide strategic advice on the investment landscape for the UK energy market in order to underpin NESO planning and recommendations, which in turn will deliver much-needed long-term certainty and stability for investors and accelerate the growth of the UK's clean energy industry.
- **Strategic Evaluation:** Assess significant strategic initiatives, leveraging their unique expertise to input into Board decision-making. Ensure that board decisions are informed by diverse perspectives and rigorous analysis, while remaining aligned with long-term organisational goals.
- **Management Support:** Act as a sounding board for the CEO, CFO and other Executive Directors, offering insights on complex issues and strategic dilemmas. Facilitate open communication and foster a culture of accountability and continuous improvement.
- **Performance Accountability:** As part of the Board, hold management accountable for the NESO's financial and operational performance, ensuring the achievement of business plans and stakeholder interests. Regularly review performance metrics, financial reports, and operational updates to ensure that the organisation meets its strategic objectives. Provide constructive feedback and challenge management on performance and strategy execution.
- **Governance and Compliance:** Uphold the highest standards of governance and regulatory compliance, ensuring the NESO's strategies and operations align with legal and regulatory frameworks.
- **Stakeholder Engagement:** Represent NESO to key stakeholders, including regulators, industry bodies, and government entities, as needed. Build and maintain strong relationships with external stakeholders, advocate for the organisation's interests, and ensure that stakeholder perspectives are considered in board deliberations. Promote transparency and trust in all stakeholder interactions.

The candidate will be independently minded, possess integrity, and build a respectful relationship with other Board members. They should have the capacity to analyse complex information and share best practices when appropriate.

To ensure a well-rounded Board, we seek candidates who possess the following qualifications and experiences:

- **Relevant senior board experience:** We expect candidates with a track record of shaping the strategic vision of an organisation and its development, ensuring high quality corporate governance, and setting positive organisational cultures.
- **Strong Leadership:** We value candidates with robust leadership experience, especially in complex and fast-paced organisations. Their strategic mindset and ability to navigate intricate business landscapes are crucial, while demonstrating the ability to challenge in an effective manner. Resilience to external scrutiny and political and/or institutional pressures will be needed.
- **Investment experience:** The ideal candidate will bring extensive experience of investment in the UK energy market, either as a former energy investor or a senior advisor/operating partner to funds focused on investments in energy. They will demonstrate a nuanced understanding of relevant market structures, analysis of markets, how to attract capital, and the consequences of market/trading volatility.
- **Independence:** Candidates must maintain independence and have no conflicts of interest.
- **Stature and Confidence:** The successful candidate will command the respect and confidence of the NESO Board and leadership and other stakeholders, including government, regulators and the industry.

- **Independent Thinking:** We seek individuals with sound judgment, emotional intelligence, and the capacity to encourage and constructively challenge under scrutiny. An open and straightforward communication style is vital.
- **Ethical Standards:** Commitment to the adherence of the Seven Principles of Public Life – selflessness, integrity, objectivity, accountability, openness, honesty, and leadership.

Terms of Appointment

Remuneration

In addition to reasonable travel expenses, the appointed Non-Executive Director will receive compensation of £35,000 annually.

Time commitment and term

The term of appointment is typically three years, with the possibility of extension, subject to Board approval and performance review. Board members are expected to commit approximately 30 days per year. The Board convenes approximately eight times per year, generally in person, at one of the business locations (London, Wokingham, Warwick, Glasgow). Ad-hoc meetings will be arranged (in-person or virtual) as required. Please see Appendix II for this year's meeting dates.

Share Ownership and Dealing, and Conflict of Interest

As NESO is now in public ownership, a pre-requisite upon joining NESO is that the NED is required to divest any shares, securities or other financial instruments (which are directly managed or invested by the candidate), within the energy sector within one year from starting employment with NESO.

The candidate is also required to declare any conflict of interest that would impact this appointment, perceived or otherwise.

NB: due to NESO's importance as part of the UK's strategic National infrastructure Security, security clearance will be required by the post holder.



Application Process

The recruitment process is being undertaken by Russell Reynolds Associates on behalf of NESO. Please submit your full application by email to responses@russellreynolds.com. Please quote the role title and assignment code **2503-023L** in the subject heading of the email. All applications will be acknowledged. The closing date for applications is **23:59 on Monday 21st April 2025**.

Your submission should include:

- **A CV** setting out your career history, with key responsibilities and achievements. Please ensure you have provided reasons for any gaps within the last two years.
- **A Statement of Suitability** (no longer than two pages) explaining how you consider your personal skills, qualities and experience provide evidence of your suitability for the role, with particular reference to the criteria in the person specification.
- A completed **Diversity Monitoring Form** [available here](#). We strive to do the right thing and find a better way through listening to the needs of our customers and our employees. We offer inclusion and diversity training for all of our employees, with a view to building an inclusive working environment and offering the opportunity for development.

Please submit all documents so that the panel will have all the required information on which to assess your application against the criteria in the person specification.

Indicative Timeline subject to change

Milestone	Date
Closing Date for Applications	21 st April
<i>Presentation of prospective candidates to agree longlist</i>	<i>w/c 28th April</i>
RRA conducts in-depth interviews with longlisted candidates	5 th May – 23 rd May
<i>Presentation of prospective candidates to agree shortlist</i>	<i>w/c 26th May</i>
Potential Fireside conversations with relevant stakeholders	2 nd June – 13 th June
Final Panel interviews	w/c 16 th June

If you wish to speak with someone before submitting an application, please contact:

responses@russellreynolds.com.

Please note that due diligence will be carried out on shortlisted candidates. Candidates should expect this to include searches of previous public statements and social media, blogs or any other publicly available information.



Appendix I

The NESO Board

Dr Paul Golby CBE FREng - Chair



Paul has extensive experience in energy and UK industry. He recently stepped down as Chair of the National Air Traffic Service (NATS) and was formerly CEO of E.ON UK, a Non- Executive Director of National Grid plc and Chair of Costain Group plc. He previously worked in the science and higher education sectors, as Chair of one the Major Research Councils (EPSRC) and a member of the Prime Minister's Council for Science and Technology. Paul is also Fellow of the Royal Academy of Engineering.

Fintan Slye – Chief Executive Officer



Fintan Slye is CEO of NESO. He joined NESO in 2018. Prior to this he was CEO of the EirGrid Group, the electricity system and market operator in Ireland and Northern Ireland. He has previously worked for McKinsey & Company and ESB Group. Fintan is both a Fellow of the Institute of Engineers Ireland and the Energy Institute. He holds a Masters in Engineering Science and an MBA from University College Dublin.

Hannah Dixon – Independent Non-Executive Director



Hannah has extensive experience in economic regulation, most recently as Chief Executive Officer of the Payment Systems Regulator (PSR). She has been a member of several advisory boards, including the Government Economics Service, the ORR advisory panel and water regulator Ofwat's Future Regulation advisory panel. Hannah currently sits on the board of the Channel Islands Competition and Regulatory Authority (CICRA).

Paul Plummer – Independent Non-Executive Director



Paul is an experienced business leader and strategic thinker now working as Professor of rail strategy at the University of Birmingham and a Non-Executive Director in the housing and energy sectors. Until recently he was CEO of the Rail Delivery Group (RDG) and Association of Train Operating Companies. Prior to that he was on the Board of Network Rail where responsibilities included the system operator activities. His earlier career spanned the regulated utilities as an economist and adviser working for governments, companies and regulators.

John Linwood – Independent Non-Executive Director


John has held senior technology roles in Microsoft and Yahoo and was formerly Chief Technology Officer at several companies including BBC and Wood Mackenzie. He has been a NED of both FTSE and AIM listed companies since 2012 and is currently on the Board of Brooks Macdonald, an AIM listed Wealth Management company where he is also chair of the Remuneration Committee. He is also Strategic Technology Advisor to the UK Ministry of Defence.

Janice Crawford - Independent Non-Executive Director


Janice Crawford is a Chartered Engineer and has had a career stretching from an apprentice in a Glasgow shipyard (where she was the first female apprentice in a British shipyard) to executive and board posts for international engineering and project delivery companies. She is a Fellow of the Institution of Mechanical Engineers and became a Fellow of the Royal Academy of Engineering in 2013. Janice has worked in diverse international companies in the petrochemical, oil and gas, LNG, mining and pharmaceutical related industries, and up until April 2022, Janice was the Director Global Capital Projects for Johnson Matthey, the FTSE 100 global science and chemical company. Janice also served as a Non-Executive Director of the Health and Safety Executive Board for five years.

Siobhan Duffy - Independent Non-Executive Director


Siobhan is an experienced corporate finance professional with specialist expertise in capital markets and structured finance. She joined UK Government Investments' ExCo in Summer 2021 to build a new team tasked with working cross government to increase understanding and improve management of Governments portfolio of contingent risks. She has over 20 years' experience working in investment banking running business in the UK and the US. Working at Board and Exec level with the largest European companies, she has led complex projects providing strategic debt advice, and with the largest global debt investors in the development of the private debt market. Siobhan worked with St Mungos as a volunteer outreach worker for a number of years and has recently moved to take on a role as Trustee at the Carer's Network.

Jayne Scott – Non-Executive Director and Chair of the Audit and Risk Committee


From 1 February 2025, Jayne Scott, will be joining the NESO Board as a Non-Executive Director. Jayne Scott is a Chartered Accountant and will take over as Chair of the NESO Audit & Risk Committee, following a handover from Hannah Nixon – who has expertly chaired the committee since 1 April 2019. Jayne is currently Chair of the Private Healthcare Information Network (PHIN), which provides information on the cost and quality of private healthcare to support patient choice. She is also chair of Nuclear Restoration Services, one of the Nuclear Decommissioning Operating Companies, a Board Member with the Mining Remediation Authority, Chair of the Joint Audit Panel for The Metropolitan Police and the Mayor's Office for Policing and Crime and is an External Member of the Audit Committee at the Information Commissioners' Office.

Kayte O'Neill – Chief Operating Officer


Having been appointed as COO in January 2024, Kayte oversees NESO's delivery across energy networks and markets and the real time operation of the electricity transmission system. As NESO has transitioned to become the 'Future System Operator' (FSO), Kayte's focus has been on building and embedding a 'whole system' approach to the strategic planning and delivery of GB's energy transition. With more than 20 years of experience in the energy sector, Kayte was most recently accountable for the design and delivery of the FSO on behalf of NESO. She has previously led the Strategy and Markets teams and spent three years in Boston with National Grid's US electricity distribution businesses. Kayte is a Non-Executive Director on the Board of Jersey Electricity.

Charlie Pate – Chief Finance Officer


Charlie joined the NESO in 2023 and is a chartered public finance accountant. As Chief Finance Officer he is responsible for the financial management of NESO, together with the procurement, property and portfolio management functions. Prior to NESO, Charlie had a career in the UK Government Civil Service including working in HM Treasury in various public spending teams, working as part of the team delivering the London 2012 Olympic Games and latterly as CFO of the Ministry of Defence.

Zoe Morrissey – Director of Legal & Regulation and Company Secretary


Zoe is an experienced energy and regulatory lawyer having spent 10 years advising a number of the UK National Grid business units. Prior to that she worked at Ofwat as a legal advisor and in 2008 qualified as a solicitor in private practice specialising in competition and procurement law.

Appendix II

Board and committee dates in 2025

Weekday	Day	Month	Meeting	Location
Thursday	23	January	Committees/Engagement/Dinner	London
Friday	24	January	NESO Board	London
Monday	17	March	Committees/Engagement/Dinner	Wokingham
Tuesday	18	March	NESO Board	Wokingham
Tuesday	20	May	Committees/Engagement/Dinner	Glasgow
Wednesday	21	May	NESO Board	Glasgow
Thursday	19	June	Strategy Deep Dive	TBC
Friday	20	June	Strategy Deep Dive	TBC
Tuesday	15	July	Committees/Engagement/Dinner	London
Wednesday	16	July	NESO Board	London
Tuesday	23	September	Committees/Engagement/Dinner	Wales
Wednesday	24	September	NESO Board	Wales
Tuesday	18	November	Committees/Engagement/Dinner	Warwick
Wednesday	19	November	NESO Board	Warwick

**Your Energy
Your Future
Our Purpose**