**TERMS OF REFERENCE**

**Expert on Supervisory Board Recruitment**

**(Category 2)**

**1.** **Objective(s) and linkages to reforms**

The Recovery and Reform Support Team (**RST**) at the Ministry of Economy of Ukraine (**Ministry**) is a group of Ukrainian professionals (non-civil servants) funded on a temporary basis through the Ukraine Recovery and Reform Architecture (URA)[[1]](#footnote-1) programme that provides targeted technical support and assists the Ministry in the design and implementation of priority reforms. The RST will assist in filling capacity gaps in the design and implementation of priority reform strategies and programmes, while strengthening links and partnerships between the Ministry’s priorities and relevant donor support.

Before the Russian full-scale invasion, the Ukrainian government initiated a reform of the state-owned enterprises (SOEs). The ongoing reform process aims to create efficient and transparent companies, which will protect the rights of the owner, establish an effective system of internal controls, eliminate political influence, and create a level playing field with commercial companies in the market, in compliance with the principles of corporate governance set out by the Organization for Economic Cooperation and Development (OECD).

Supervisory boards are one of the important pillars of the reform. The adoption and entry into force of the new law on corporate governance of SOEs in line with OECD Guidelines on Corporate Governance of SOEs, defined the powers of SOEs’ supervisory boards to appoint and dismiss CEOs, to approve the strategic, investment and financial documents of SOEs. The law also established an annual evaluation procedure for the activities of supervisory boards of SOEs.

The Government is planning to appoint supervisory boards with a majority of independent members for at least 15 SOEs from the list of top key SOEs approved by the Cabinet of Ministers protocol decision by Q2 2026. The process is based on the competitive selection framework.

**2. Position and reporting line**

The focus of the assignment is to support the nomination process for supervisory board members and CEOs in SOEs by refining candidates’ selection criteria, improving vacancy announcements, and developing recruitment tracking tools.

This assignment will be a full-time consultancy position in the RST at the Ministry of Economy of Ukraine. The consultant is expected to be based in Kyiv (subject to the Ministry staff's security rules). The expert will report to the Senior Project Manager, leader of the SOEs and Corporate governance reform. The consultant will also collaborate with other RST team members and may be assigned to support additional reform areas depending on the Ministry's effective needs.

**3. Duration and proposed timeframe**

The initial consultancy assignment is expected to start in February 2025. Duration of the assignment is subject to the availability of project funding, the consultant's performance, and the specific requirements of the RST. The probation period is three months.

**4.** **Main duties and responsibilities**

The consultant will primarily focus on supporting the nomination process for SOE supervisory boards but will also be available for broader tasks based on the Ministry's requirements. The responsibilities include:

* collaborate with the Nomination Committee[[2]](#footnote-2) to define and update candidates’ selection criteria for supervisory board members and other roles as needed;
* review and refine the requirements for candidates, vacancy announcements on the competitive selection of a member of the supervisory board, ensuring they align with the strategic goals and standards of the SOEs;
* propose improvements to the draft vacancy announcements for CEO and supervisory board positions, ensuring clarity, accuracy, and compliance with legal and policy requirements;
* assist in the development and maintenance of tracking matrices for the nomination process;
* facilitate a comprehensive assessment of the state of the nomination process. Cooperate with a consortium engaged by the EBRD tasked with optimising the Nomination Committee's recruitment processes;
* collect proposals for improving the committee’s process and related legislation, prepare the terms of reference for the legal expert on respective changes in the CMU order;
* prepare conceptual notes, talking points, reports, and other documentation related to the nomination process and broader reform efforts;
* contribute to the preparation of analytics in the nomination process;
* provide organizational and logistical support for events, roundtables, conferences, and forums related to corporate governance reform and other Ministry priorities.

**Expected deliverables**

The Expert will be expected to provide the following deliverables:

* draft working documents used in the nomination process upon the request of the Ministry;
* conceptual notes, brief summaries, talking points, ad-hoc reports etc. regarding certain issues and stages of the nomination process;
* regular monthly working progress reports on the ongoing nomination process activities for the Deputy Minister of Economy;
* regular updates of databases, data tables and charts for ongoing statuses, analysis, and tracking progress for the Deputy Minister of Economy;
* quarterly internal reports on RST progress, on the nomination process, challenges, and achievements in it.

The specified lists of scope of work, services and expected deliverables can be modified and supplemented on request from the Ministry.

**5. Qualifications, skills and experience**

**5.1 Qualifications and skills**:

* Master’s degree in Human Resources management, Business Administration, Economics, Law, Management, Public Policy or other related fields;
* strong analytical, data-processing, and prioritization skills;
* excellent verbal and written communication and presentation skills;
* advanced level of PC literacy (PowerPoint, Project, Excel, Word);
* fluency in Ukrainian and English.

**5.2 Professional experience:**

* Minimum of 5 years of general professional experience (working for international organizations and/or international technical assistance projects is preferred), of which:
* at least 3 years of proven human resources management experience, strategic planning and/or project management.

**5.3 Other competencies:**

* Previous experience working for international companies/organisations.
* Familiarity with Ukraine’s current reform agenda, and a good understanding of policy formulation processes and policy dialogues would be an asset.
* Solid understanding of corporate governance reform would be an asset.

**6. Funding Source**

The funding source of this assignment is the EBRD Ukraine Stabilisation and Sustainable Growth Multi-Donor Account (MDA). Contributors to the MDA are Austria, Denmark, Finland, France, Germany, Italy, Japan, Latvia, the Netherlands, Norway, Poland, Sweden, Switzerland, the United Kingdom, the United States and the European Union.

Please note that selection and contracting will be subject to the availability of funding.

**7. Submissions**

Submissions must be prepared in English only and be delivered electronically by **9 February, 23:59 (Kyiv time) to** [**rstrecruiting2017@gmail.com**](mailto:rstrecruiting2017@gmail.com)**.** All submissions must include a completed [Application form](https://docs.google.com/document/d/1Ph7Q1T4_9tyw-yNsYYIV0GzPn0YZA67I/edit#heading=h.gjdgxs), [NDA Form](https://docs.google.com/document/d/1d4DKzUE44eX7cFWuTPAqwf3HdNlpHAHm/edit), the candidate’s Curriculum Vitae and contact details for three referees who, if contacted, can attest to the professional and/or educational background of the candidate.

Only applications which have been submitted using the correct template and are fully completed will be considered.

**Important notice: only Ukrainian nationals are eligible to apply; civil servants are not eligible to apply unless 6 months have elapsed since they left such employment.**

**8.** **Selection Procedure**

Following the evaluation of all applications received, selected candidates may be invited to a written test. Only shortlisted candidates will be invited to the interview.

1. Ukraine Recovery and Reform Architecture (URA) is a comprehensive technical assistance programme deployed by the European Bank for Reconstruction and Development (EBRD), in partnership with the European Union, to support critical recovery and reform processes in Ukraine. URA is financed from the Ukraine Stabilisation and Sustainable Growth Multi-Donor Account (MDA) managed by the EBRD. [↑](#footnote-ref-1)
2. **Nomination Committee** is a group responsible for overseeing the process of identifying, evaluating, and recommending candidates for key positions within SOE. [↑](#footnote-ref-2)