

APPROVED
by Resolution of the Cabinet of
Ministers of Ukraine
dated 23 May 2018 No. 582

PROCEDURE
for election, appointment and dismissal of the members of the
Supervisory Board of the State Institution “Energy Efficiency Fund”

1. This Procedure defines the procedure for election, appointment and dismissal of the members of the Supervisory Board of the State Institution “Energy Efficiency Fund” (hereinafter - the Supervisory Board), in particular, representatives of the Cabinet of Ministers of Ukraine and independent members, including the requirements applicable to the persons who intend to become the members of the Supervisory Board of the Energy Efficiency Fund.

2. The terms used in this Procedure shall have the meaning assigned to them in the Law of Ukraine “On Energy Efficiency Fund” (hereinafter – the Law).

3. The members of the Supervisory Board shall be elected for a term of five years. The same person may be elected to the Supervisory Board no more than three times in a row.

4. This Procedure applies to persons who intend to become the members of the Supervisory Board referred to in sub-items 1 and 2 of part 3 of Article 4 of the Law.

5. Persons that intend to become members of the Supervisory Board must meet the Requirements to Professional Competence and Business Reputation of Officials of the State Institution “State Energy Efficiency Fund” as approved by the Resolution of the Cabinet of Ministers of Ukraine dated 28 February 2018, No. 138.

6. A person cannot be elected as the independent member of the Supervisory Board if a person:

- 1) is or was during the last five years an official of the State Institution “State Energy Efficiency Fund” (hereinafter- the Fund);
- 2) is or was during the last three years an employee of the Fund;

3) is an affiliated person of the Fund as defined in the Law of Ukraine “On Joint-Stock Companies”;

4) receives or used to receive any income from the Fund in the last three years, except remuneration for the performance of the functions of the member of the Supervisory Board;

5) is or was a public official or representative of the state in the last calendar year;

6) is a national politically exposed person as defined in the Law of Ukraine “On Prevention of and Counteraction to Legalization (Laundering) of Proceeds of Crime, Financing of Terrorism and Financing of Dissemination of Weapons of Mass Destruction”;

7) is or was the Fund's auditor during a certain period for the last three years that preceded his/her appointment (election) as a member of the Supervisory Board;

8) participates in the audit of the Fund as an auditor working as part of the audit organization, or a person who participated in such audits during last three years that preceded his/her appointment (election) as a member of the Supervisory Board;

9) worked at the position of a member of the Supervisory Board for the last three terms;

10) is a connected person of the persons specified in items 1-9 of this item as defined in the meaning of the Law of Ukraine “On Prevention of Corruption”.

7. Selection of the representatives of the Cabinet of Ministers of Ukraine to the Supervisory Board shall be carried out by the decision of the Cabinet of Ministers of Ukraine taking into account requirements in accordance with paragraph 5 of this Procedure. Draft resolution on the appointment of representatives of the Cabinet of Ministers of Ukraine to the Supervisory Board is submitted by the Minregion.

Representatives of the Cabinet of Ministers of Ukraine to the Supervisory Board may be civil servants who hold positions not lower than category "B", as it established by the Law of Ukraine "On Civil Service", heads of central executive bodies and their deputies.

8. The following documents shall be attached to the draft resolution of the Cabinet of Ministers of Ukraine on the appointment of representatives of the Cabinet of Ministers of Ukraine to the Supervisory Board,:

- 1) biography with a colour photo;
- 2) consent to the processing of personal data;
- 3) copies of:
education diplomas;
passport;
the work record (if any) or documents confirming the work experience;

4) information on membership and identification of such representative in other supervisory boards;

5) a copy of the application of a candidate for appointment as a representative of the Cabinet of Ministers of Ukraine to the Supervisory Board.

9. Independent members of the Supervisory Board are elected by competitive selection.

10. The basis for announcing a competitive selection for the position of the **independent** members of the Supervisory Board is a decision of the MinReg.

11. The decision on conducting competitive selection shall specify:

1) full name of the Fund;

2) period for submission of applications for participation in the competitive selection;

3) requirements for persons who intend to become members of the Supervisory Board and the functions to be performed by the member of the Supervisory Board;

4) address, e-mail address, at which applications and documents for participation in the competitive selection are accepted.

12. To conduct competitive selection, the MinReg shall establish a selection commission (hereinafter - the Commission) and approve its composition.

13. The Commission shall consist of six persons. The composition of the Commission shall include one representative of the Secretariat of the Cabinet of Ministers of Ukraine, Ministry of Finance, MinReg and the representatives of the donors.

14. The members of the Commission shall elect the head of the Commission and the Secretary of the Commission from among its members at a meeting of the Commission by a simple majority of votes.

15. The representatives of professional recruitment consultants can be involved in composition of the Commission (upon consent) to participate in the work of the Commission with the right of an advisory vote.

16. The member of the Commission shall not be entitled to participate in the Competitive Selection for position of a member of the Supervisory Board.

17. The Commission shall:

1) no later than within ten business days after ground arise to conduct a competitive selection, publish on the official website of the MinReg an announcement of the competitive selection for the positions of members of the Supervisory Board;

2) develop and approve:
rules regulating its activities;
stages of the competitive selection;

evaluation criteria and additional requirements to persons who have expressed their desire to take part in the competitive selection (hereinafter – the applicants);

criteria for execution of the documents specified in clause 19 of this Procedure;

3) receive, register and verify the documents submitted by the applicants;

4) decide on admission of applicants for a competitive selection or rejection of their candidacies;

5) ensure transparency of the competitive selection;

6) send, along with the consent for the processing of applicants' personal data, a request to the National Police regarding the receipt of information about the absence (presence) of criminal record, prohibition to hold respective positions or to carry out certain activities;

7) conduct the competitive selection according to its stages;

8) determine the winner of the competitive selection in accordance with the evaluation criteria;

9) notify in writing the participants of the competition of its results.

The Commission may revise the issue of admission of applicants to the competitive selection after the decision has been made on their admission, if it receives information which testifies to the submission of unreliable information or the applicant's incompliance with paragraphs 2 to 4 of sub-clause 1 of clause 2 and clause 4 of the Requirements to Professional Competence and Business Reputation of Officials of the State Institution "State Energy Efficiency Fund" as approved by the Resolution of the Cabinet of Ministers of Ukraine dated 28 February 2018, No. 138.

18. The meeting of the Commission is competent if at least five members are present.

19. A decision of the Commission shall be adopted by a majority of votes of the members present at the meeting and the minutes shall be issued. In the event of a tie vote, the chairman (presiding at the meeting) of the Commission shall have the casting vote.

20. Announcement of competitive selection shall be made in Ukrainian and English and contain the following information:

1) full name of the Fund;

2) list of functions of members of the Supervisory Board;

3) requirements to the applicants;

4) list of the documents specified in clause 22 of this Procedure to be submitted by the applicants and requirements applicable to their execution;

5) time, place, address and e-mail address for receipt of applications for participation in competitive selection, telephone number and e-mail address for reference;

- 6) date and place of the competitive selection and publication of its results;
- 7) number of stages of the competitive selection.

21. Duration of the competitive selection shall be 65 calendar days upon the publication of the announcement of the competitive selection.

22. To participate in a competitive selection, the applicant shall personally submit and/or send via e-mail the application for participation in the competition along with:

- 1) copy of passport or another identity document, copies of the work record (if any) or documents confirming the existence of work experience, copy of the document on higher education. The said documents must be submitted or translated into the Ukrainian language or one of the official languages of the Council of Europe;
- 2) curriculum vitae (resume);
- 3) consent to personal data processing;
- 4) recommendations (if any);
- 5) motivation letter in respect of the performance of functions of member of the Supervisory Board;
- 6) a statement regarding meeting the criteria set by Article 5 of the Law (for the candidates for the position of an independent member of the Supervisory Board).

The list of documents required to take part in the competitive selection may be supplemented with a development strategy or business plan of the Fund, which shall be indicated in the announcement of the competitive selection.

If the application and documents as provided by this clause are submitted by e-mail only, the competitive selection participant shall, upon the Commission's request, additionally submit a signed application and relevant documents.

23. The applicant shall be obliged to submit reliable information.

24. Applications shall be received within a period of not more than 30 calendar days from the date of making public the announcement and shall be subject to registration.

25. The content of the application and other documents submitted by the applicants may be disclosed only after completion of the competitive selection as required by the Law of Ukraine "On Access to Public Information" and the Law of Ukraine "On Protection of Personal Data".

26. By decision of the Commission, the applicant shall not be allowed to participate in the competitive selection in case of:

- 1) submission of an incomplete list of the documents specified in Item 19 of this Procedure;
- 2) non-compliance with paragraphs 2 to 4 of sub-clause 1 of clause 2 and clause 4 of the Requirements to Professional Competence and Business Reputation of Officials of the State Institution "State

Energy Efficiency Fund” as approved by the Resolution of the Cabinet of Ministers of Ukraine dated 28 February 2018, No. 138; submission of unauthentic information.

27. Applicants admitted to the competitive selection shall be its participants.

28. In the case of non-receipt or receipt of documents from only one applicant or admission to participation in the competition of only one participant a competitive selection shall not be conducted. In this case, the MinReg shall announce a repeated competitive selection to fill the relevant vacant office.

29. The competitive selection shall be conducted in line with its stages as approved by the Commission. Any stage of the competitive selection may be held via video conference.

30. The Commission shall determine the candidates of winners of the competitive selection and runners-up upon the results of the competitive selection of the candidates for members of the Supervisory Board.

31. The winners of the competition shall be announced at the Commission meeting.

If the winner of the competitive selection has withdrawn his/her candidacy, the commission shall have the right to determine as the winner another participant who has scored the largest number of points.

If upon the results of the competitive selection there is no winner to occupy the position of the **independent** members of the Supervisory Board, the MinReg shall announce a repeated competitive selection to fill the relevant vacant office.

32. The Commission shall notify in writing the Cabinet of Ministers of Ukraine and the MinReg of determining the winner of competitive selection for the position of **independent** member of the Supervisory Board within three business days from the date of adoption of the corresponding decision.

33. The decision of the Commission on determining the winner of competitive selection for the position specified by sub-items 2 of part three of Article 4 of the Law shall be the basis for the conclusion by the Fund of a civil law contract with the independent member of the Supervisory Board.

34. The MinReg shall publish information on the membership of the Supervisory Board on its own website no later than within five working days after the conclusion of civil-law contracts **by the Fund** with the **independent** members of the Supervisory Board.

35. The Cabinet of Ministers of Ukraine may adopt a decision on the termination of the powers of the members of the Supervisory Board specified in sub-items 1 of part three of Article 4 of the Law for the reasons specified in sub-items 1-5 and sub-item 7 of Item 36 of this Procedure.

36. The powers of a member of the Supervisory Board may be terminated by the decision of the Supervisory Board due to the following reasons:

- 1) at his/her request, subject to a written at least one-month prior notice to the Fund;
- 2) in case of impossibility to perform the duties of a member of the Supervisory Board for health reasons and provision of documentary evidences;
- 3) in case of entry into legal force of a court decision according to which the member of the Supervisory Board ceases to comply with the requirements of sub-items 1 and 2 of clause 4 of the Requirements to Professional Competence and Business Reputation of Officials of the State Institution “State Energy Efficiency Fund” as approved by the Resolution of the Cabinet of Ministers of Ukraine dated 28 February 2018, No. 138;
- 4) in the case of death, recognition as incapable, partially incapacitated, missing person, deceased;
- 5) in case of termination of the civil law contract with a member of the Supervisory Board;
- 6) if the Independent Member of the Supervisory Board ceases to comply with the requirements referred to in Article 5 of the Law.
- 7) in case of systematic non-compliance by the member of the Supervisory Board with the duties assigned to him by the Law, the Fund's Charter, the Regulations on the Supervisory Board of the Fund and a civil-law contract in respect of the duties of the member of the Supervisory Board

37. If an independent member of the Supervisory Board, during the term of his office, ceases to comply with the requirements referred to in Item 6 of this Procedure, he/she shall resign early by sending a relevant written notice to the Fund.

In case of a failure to submit the relevant written notice to the Fund, the decision on the termination of his/her powers shall be made by the Supervisory Board at its first meeting after the date of identification of the independent member's incompliance with the requirements set in Item 9 of this Procedure prior to the adoption by the Supervisory Board of decisions on any other matters on the agenda of the relevant meeting.