

## **TERMS OF REFERENCE**

### **Legal Expert (Sub-stream: State-Owned Enterprises reform)**

#### **(Category 2)**

#### **1. Objective(s) and linkages to Reforms**

The Recovery and Reform Support Team (RST) at the Ministry of Economy, Environment and Agriculture 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<sup>1</sup>) 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.

Following the formation of a new Government of Ukraine in the summer of 2025, one of its key priorities is to accelerate the privatization of state-owned enterprises (SOEs) as a means to increase budget revenues and stimulate private investment. Privatization is also a critical step in enhancing economic efficiency, transparency, and competitiveness in Ukraine's economy, particularly in the context of post-war recovery and reconstruction.

Currently, the privatization agenda has become one of the core strategic directions for the Ministry. The Ministry is tasked with ensuring effective interagency coordination, conducting analysis of state-owned assets to identify those suitable for privatization, preparing sectoral and enterprise-level privatization roadmaps, and engaging with both domestic and international investors. The Ministry must also ensure that privatization processes are transparent, credible, and aligned with Ukraine's broader economic recovery and EU integration objectives.

Given the expanded scope of the privatization agenda and growing volume of legislative work, as well as the need to ensure effective implementation of decisions of the Nomination Committee (NC), the Ministry requires additional expert capacity within the RST to provide legal expertise.

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, including the proper legal structuring and separation of Public Service Obligations (PSOs) from commercial activities, in line with EU and OECD standards.

#### **2. Position and reporting line**

The Legal Expert will support the Ministry in drafting, analyzing, and improving regulations and statutory documents related to SOE governance, state ownership policy, corporatization, legal regulation and structuring of Public Service Obligations (PSOs), and implementation of decisions of the NC, ensuring alignment with Ukrainian legislation, EU principles, and OECD standards.

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<sup>1</sup> 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.

The Legal Expert will be a full-time consultant in the RST at the Ministry and reporting directly to the Senior Project Manager on Corporate Governance Reform and RST Director. The consultant is expected to be based in Kyiv (subject to the Ministry's staff's security rules).

### 3. Duration and proposed timeframe

The initial consultancy appointment is expected to start in March 2026. 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, Responsibilities and Deliverables

The Expert will be responsible for providing support in the following areas:

- preparing legal justifications, explanatory notes, comparative tables, and regulatory impact assessments;
- preparing, reviewing and updating charters, internal regulations, corporate governance policies, and other statutory documents of SOEs, and Public Service Obligations (PSOs);
- ensure that statutory documents comply with current legislation and governance requirements;
- preparing and legally reviewing draft decisions, minutes, agendas, and supporting materials for the NC;
- verifying compliance of selection to the NC and appointment procedures with applicable legislation and internal regulations;
- direct participation in working groups, commissions and other similar formations and events with government institutions, SOEs and international partners;
- collaborating with relevant departments, legal service, other structural units of the Ministry;
- preparing presentations and analytical notes, memos, tables, databases etc. on legal issues of the reform;
- preparing timely and quality reports and status updates on reform's implementation progress.

The Legal Expert will be expected to provide the following **deliverables**:

- reviewed and updated statutory documents for SOEs (charters, internal policies, regulations);
- completed legal review packages for Nomination Committee meetings (draft decisions and resolutions, protocols, and supporting materials for the NC);
- legal analysis and recommendations on Public Service Obligations (PSOs) in SOEs, including identification of legal risks, gaps, and alignment with corporate governance and EU standards;
- drafted of follow-up legal documents based on the NC's decisions (ministerial orders on appointments, dismissals, or competitive selection outcomes);  
prepared legal guidance notes and recommendations to improve the legal framework of the NC and to identify legal risks or gaps in ongoing process.
- in response to the Ministry requests, compiled and organized data for presentation materials and infographics, tables, databases etc.

### 5. Qualifications, Skills, and Experience

#### 5.1 *Qualifications and skills:*

- master's degree in law;
- strong analytical, communication and presentation skills;
- proficiency in MS Office (Excel, PowerPoint, Word);
- fluency in Ukrainian and professional working knowledge of English.

### **5.2 Professional experience:**

- minimum 5 years of general professional experience;
- minimum 4 years of experience as a lawyer in business, public administration, SOEs, international institutions;
- proven knowledge and professional experience in Ukrainian law.

### **5.3 Other competencies:**

- familiarity with corporate governance of SOEs will be a significant asset;
- familiarity with the reforms agenda in Ukraine will be an asset;
- experience in public administration will be an asset;
- experience in working with multidisciplinary teams will be an asset.

## **5. 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, Slovenia, Sweden, Switzerland, the United Kingdom, the United States, and the European Union.

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

## **7. Submissions**

Submissions must be prepared in English only and be delivered electronically by **9 March, 23:59** (Kyiv time) to [rstrecruiting2017@gmail.com](mailto:rstrecruiting2017@gmail.com). All submissions must include a completed [Application form](#), [NDA Form](#), the candidate's Curriculum Vitae, contact details of 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.