

Nomination Committee Terms of Reference

1. Purpose

- 1.1. The Nomination Committee is constituted as a committee of the ICO's Management Board.
- 1.2. The Committee's terms of reference may be amended at any time by the Management Board. The Committee is delegated authority from the Information Commissioner for the recruitment of Management Board members.
- 1.3. The ICO, and therefore the Nomination Committee, does not have responsibility for the recruitment of the Information Commissioner. The ICO will, however, provided whatever assistance is requested by the ICO's Sponsoring Department in relation to the recruitment of the Commissioner including, but not limited to, providing a panel member and information for candidates. The Commissioner is appointed by Her Majesty by Letters Patent.
- 1.4. The Commissioner shall retain decision making responsibility for all matters relating to ICO recruitment. Nothing in these terms of reference shall detract from the authority of the Information Commissioner as Accounting Officer and as a Corporation Sole.

2. Authority

- 2.1. The Committee's authority derives from the Commissioner. The Committee is authorised to:
 - Undertake business within its terms of reference;
 - Obtain external legal or other professional advice where required;
 - Secure the attendance of anyone it considers has relevant experience, expertise or knowledge.

3. Objectives

- 3.1. To have oversight of a proactive approach to succession planning, recruitment, and the assessment and evaluation of the effectiveness of the ICO's Management Board.
- 3.2. To ensure that these processes are aligned with the organisation's strategic priorities and factors in external environment threats and

opportunities to ensure organisational success in both the short and longer term.

- 3.3. To consider the expected values and behaviours required for appointments, whether potential candidates exhibit the desired corporate culture, and to agree and have oversight of the recruitment process.

4. Responsibilities

- 4.1. The Nomination Committee shall:-

- Regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Management Board and make recommendations to the Information Commissioner and Management Board with regard to any changes.
- Ensure plans are in place for orderly succession to Management Board positions, and oversee the development of a diverse pipeline for succession, taking into account the challenges and opportunities facing the ICO, and the skills and expertise needed on the Management Board in the future.
- Keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to be an effective regulator.
- Keep up-to-date and fully informed about strategic issues changes affecting the ICO and the environment in which it operates.
- Be responsible for identifying the need to recruit to the Management Board and oversee the recruitment process, including nominating a recruitment panel, to fill Board vacancies as and when they arise. The panel will identify candidates for the approval of the Information Commissioner and Management Board.
- Before any appointment is made by the Information Commissioner, evaluate the balance of skills, knowledge, experience and diversity on the Management Board and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment and the time commitment expected.

- In identifying suitable candidates the Committee shall:-
 - use open advertising or the services of external advisers to facilitate the search
 - consider candidates from a wide range of backgrounds
 - consider candidates on merit and against objective criteria, having due regard to the benefits of diversity on the Board and taking care that appointees have enough time available to devote to the position
- Ensure that, on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings.
- Review the results of the Board performance evaluation process that relate to the composition of the Board and succession planning. Any individual performance matters for the executive will be considered by the Remuneration Advisory Panel as part of the performance review and pay progression scrutiny.
- Review annually the time required from non-executive directors.
- Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties.
- Work and liaise as necessary with other Board committees, ensuring the interaction between committees and with the Board is reviewed regularly including the remuneration advisory panel.
- To periodically consider whether the ICO wishes to make a nomination to DCMS for a person to receive an Honour, and to review applications to ensure that they are appropriate.
- The Committee shall also make recommendations to the Information Commissioner and Management Board concerning:-
 - Any changes needed to the succession planning process if its periodic assessment indicates the desired outcomes have not been achieved.

- Membership of the Board Committees and Panels, as appropriate, in consultation with the Chair of those committees.
- The re-appointment of non-executive directors at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of knowledge, skills and experience required. Members of the Committee will not be involved in discussions or decisions in relation to their own reappointment.
- Provide advice to the Information Commissioner and Board, where appropriate, on any matters relating to the continuation in office of any member of the Executive Team at any time including the suspension or termination of service of a member of the Executive Team subject to the provisions of the law and their service contract.
- Provide whatever assistance is requested by the ICO's Sponsoring Department in relation to the recruitment of the Information Commissioner including, but not limited to, providing a panel member and information for candidates.

5. Composition

- 5.1. The Committee consists of:
 - The chair (a non-executive director)
 - A non-executive director member
 - A non-executive director member
- 5.2. The Board may appoint an independent non-executive member but is not required to do so.
- 5.3. Members should have relevant experience and skills and at least one or more of the members should have recent and relevant recruitment and selection experience.
- 5.4. Appointments to the Committee are made by the Information Commissioner on the recommendation of the Nomination Committee and shall be for a period of up to three years, which may be extended for up to two additional three-year periods, provided the member still meets the criteria for membership of the Committee.

- 5.5. The membership of the first Nomination Committee will be agreed by the Information Commissioner and Management Board.
- 5.6. Only members of the Committee and the Information Commissioner have the right to attend Committee meetings. However, other individuals such as the Information Commissioner, the Chief Operating Officer, members of the executive team and the Head of Human Resources and Facilities, or external advisers may be invited to attend for all or part of any meeting, either regularly or as and when appropriate.
- 5.7. The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters. The Board shall appoint the Committee chair who should be a non-executive director. In the absence of the Committee chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board.

6. Quorum

- 6.1. The Committee is quorate with the following members present:
 - At least two members of the Committee.
- 6.2. Meetings may be in person, by video/telephone line, or a combination. Corporate Governance will facilitate this.
- 6.3. In the event that a decision is required between meetings, the Committee may make decisions by written resolution. Corporate Governance will facilitate this.
- 6.4. Any decisions considered on this basis must receive sufficient responses to constitute the quorum for a Committee meeting. If a decision cannot be reached, the matter should be referred to the next Committee meeting.
- 6.5. Corporate Governance will provide a report to each Committee meeting on any matters considered by email, the comments received and the outcome of the consideration.

7. Reporting requirements

- 7.1. The Committee chair shall report to the Board after each meeting on the nature and content of its discussion, recommendations and action to be taken.

- 7.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be made available for Board discussion when necessary.

8. Budget

- 8.1. The Nomination Committee is not responsible for a specific budget but is authorised by the Information Commissioner and Management Board to obtain, at the ICO's expense, outside legal or other professional advice on any matters within its terms of reference.

9. Secretariat

- 9.1. Secretariat is provided by the Corporate Governance Team and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

10. Frequency of meetings

- 10.1. The Committee shall meet at least twice a year and otherwise as required.

11. Evaluation

- 11.1. The Nomination Committee shall ensure that a periodic evaluation of the Committee's own performance is carried out and will at least annually, review the Committee's constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Information Commissioner and Management Board for approval.