

Nominations Committee minutes

10 February 2021

Members

David Cooke	Non-executive Director
Peter Hustinx	Non-Executive Director
Nicola Wood	Senior Independent Director (Chair)

Attendees

Elizabeth Denham	Information Commissioner
Paul Arnold	Deputy Chief Executive and Chief Operating Officer
Mike Collins	Head of Human Resources and Facilities
Emma Titley	Head of Workforce Development
Christopher Braithwaite	Senior Corporate Governance Manager (secretariat)

1. Introductions and apologies

- 1.1. There were no apologies.
- 1.2. Nicky Wood welcomed all present to the first meeting of the Nominations Committee.

2. Recruitment of Independent Audit Committee member

- 2.1. Mike Collins presented an update on the recruitment of the Independent Audit Committee member. He explained that the job description for the Independent Audit Committee member were provided within the papers.
- 2.2. Nicky Wood explained that she had spoken to both Roger Barlow and Ailsa Beaton regarding the role to discuss their views on replacement and requirements of the role, and provided the Committee with a summary of those views.
- 2.3. The Committee discussed the options to either appoint a new Independent Audit Committee member or appoint an additional Non-Executive Director with a financial background. The Committee agreed that the ICO should appoint a new Independent Audit Committee member.

- 2.4. The Committee reviewed the job descriptions and person specification to discuss any changes required. The Committee noted the importance of an accounting background for the postholder, but also noted the importance of the postholder showing a keen interest in the wider work of the ICO.
- 2.5. The Committee discussed the potential for this recruitment to increase diversity in the ICO's senior levels, and the benefits of this. The Committee discussed ways that the job description and person specification could be tweaked to promote a diverse pool of candidates.
- 2.6. The Committee agreed that the following changes should be made to the job specification:
 - The requirement to be a qualified accountant should be listed in the essential criteria.
 - Broad engagement and interest in the wider work of the ICO should be added to the criteria within the specification.
 - To promote a diverse candidate pool, the first bullet point under the essential criteria should be tweaked to state that this was "preferably" at a Board level, rather than being specifically required to be at a Board level.
- 2.7. The Committee also agreed that the item in the specification regarding experience of leading, conducting or reviewing audit activity should be reviewed.
- 2.8. The Committee discussed the method of recruitment for this post. The two main options were: in-house led recruitment; or using a recruitment consultant. Mike Collins explained the benefits and drawbacks of each approach, including the costs involved in using a recruitment consultant.
- 2.9. The Committee agreed to use a recruitment consultant, as this was likely to be the best way to ensure a diverse candidate pool. The Committee agreed that Paul Arnold and Mike Collins would select the recruitment consultant to be used.
- 2.10. The Committee discussed how the recruitment panel would be convened for this campaign. The Committee agreed that Ailsa Beaton and Jane McCall should be involved in the recruitment panel for this role, as Chair and member of the Audit Committee respectively. The Committee also agreed that Paul Arnold should be part of the recruitment panel.

Action: Nicky Wood to speak to the Ailsa Beaton and Jane McCall to confirm they will be panel members for the recruitment of the Independent Audit Committee member.

2.11. The Committee discussed the terms of the recruitment set out in the person specification, particularly the number of days and the remuneration for the role. The Committee agreed that it would be beneficial to set the duration to 8-12 days and the salary would then be a set rate based on that span, rather than a day rate. This would increase flexibility for the role.

2.12. Mike Collins reported that he would update the job description as discussed and circulate it to the Committee members.

Action: Mike Collins to update the job description and person specification and circulate this to the Committee members.

3. Succession plan

3.1. Nicky Wood explained that a previous version of this report had been considered by the Audit Committee the previous month, following a request from the Audit Committee to provide further information of succession planning.

3.2. The Committee discussed the report and particularly the current NED vacancy. The Committee agreed that this role should continue to be held as vacant until the new Commissioner was in post.

3.3. The Committee noted that it should be possible to recruit to the vacant NED role by around April 2022, rather than August 2022 as stated in the report.

4. UKRN Next Generation NEDs initiative

4.1. Nicky Wood noted that this appeared to be a strong initiative and welcomed the ICO's involvement in this work.

5. Any other business

5.1. The Committee discussed the issues that they would wish the Committee to discuss at its next meeting. The Committee agreed that the following items should be:

- A review of the number of days worked by NEDs this year to ensure fairness between the NEDs and to see whether the increased days in NED contracts were being utilised. The review would include clarity on recording requirements for NEDs' activity and compensation.

- A discussion of the Committee appointments for the NEDs.
 - Executive and Non-Executive Director training and development opportunities, possibilities and recommendations, based for the Executives in part on the Executive Team objectives agreed by the Remuneration Advisory Panel. This may also include discussion of developing such skills throughout the organisation.
 - An update on recruitment plans to the vacant NED position.
 - Succession planning for Executive positions, to ensure the ICO is prepared should a vacancy arise in those positions.
- 5.2. Nicky Wood explained that she would speak to counterparts in other regulators to gain information on best practice for Nominations Committees from these organisations. Elizabeth Denham explained there would be good contacts within UKRN to assist with this.