

Management Board – for assurance

Meeting agenda title: Management Board terms of reference

Meeting date: 18 July 2022

Time required: 10 minutes

Presenter: Louise Byers

Approved by: Paul Arnold

1. Objective and recommendation

- 1.1. This paper sets out minor changes to the terms of reference of Management Board, which were agreed by the Commissioner in June 2022. This is presented for Management Board's information and awareness.

2. Developing a common understanding

- 2.1. The Management Board terms of reference were last reviewed in January 2020. John Edwards has reviewed the terms of reference to ensure that they accurately reflect the relationship between the Board and John's role as Information Commissioner, and align to the explanation of this role as set out in the annual report. In addition, various minor updates have been made to ensure that the terms of reference reflect practices. These are all described below.

3. Matters to consider to achieve objective

Description of Management Board role

- 3.1. This is set out in the "Authority" section of the terms of reference (paragraph 3 of the terms of reference). This now reads as follows:
"All formal powers and duties rest with the Commissioner. In line with the scale and complexity of the ICO's role and remit the Information Commissioner, as Corporation Sole, has responsibility for setting the strategic direction for the ICO. The Information Commissioner achieves this through the work of the ICO Management Board which they Chair.

The Board operates based on collective decision making principles and a 'majority vote' in circumstances where a consensus view cannot be reached.

The Commissioner, as a Corporation Sole, will always have the right to set a course of action that is contrary to the majority view of the Board. In such circumstances, which are only expected to be invoked in rare and special cases, the Commissioner agrees to document their rationale for their decision. This will be published as part of the Commissioner's Annual Governance Statement in the ICO's Annual Report to Parliament."

Clarifying the role of non-voting members

- 3.2. The structure of Management Board is such that the number of voting Non-Executive Directors (NEDs) outnumber voting Executive Directors (paragraph 4.4). As such, two members of Executive Team, Claudia Berg and Jen Green, attend meetings as non-voting members. This has been clarified (paragraph 4.3) to state that they are non-voting members. They had previously been defined as observers.

People Committee and Regulatory Committee

- 3.3. When the terms of reference were last reviewed, we did not have either of these Committees. Reference to these has been added under the information requirements section (paragraph 6.2).

Re-appointment of NEDs

- 3.4. The section of the terms of reference (paragraph 4.4) which refers to the process for reappointment of NEDs has been updated to make clear that this is at the sole discretion of the Commissioner, in consultation with the Senior Independent Director wherever appropriate.

Attendance of Head of Internal audit

- 3.5. The current terms of reference refer to the Head of Internal Audit being invited to attend Board meetings periodically. This has been removed from the updated terms of reference as it did not happen in practice.

Quoracy

- 3.6. The quoracy (paragraph 5) has been updated from six to nine. This reflects the increase number of NEDs with the current recruitment and ensures that there cannot be a majority decision made only by NEDs, when we have eight NEDs in future.

Board evaluation exercises

- 3.7. The terms of reference have been updated to reflect that Board evaluation exercises (paragraph 10) should take place on a “regular” basis, rather than annual.

Transition arrangements

- 3.8. The previous terms of reference had an annex about transition arrangements to creating a role of Senior Independent Director and two Senior Executives (Chief Regulatory Officer and Chief Operating Officer). This has been completed so has been removed from the terms of reference.

Management Board work programme

- 3.9. The Management Board work programme has also been prepared, which is attached at Annex 2.

4. Communications considerations

- 4.1. The updated terms of reference will be published on our website, but there are no other communications considerations.

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Consultees: Louise Byers, Paul Arnold, John Edwards

List of Annexes: Annex 1 – Management Board terms of reference

Annex 2 – Management Board work programme for the next year

Publication decision: Report can be published internally and externally without redaction.

Outcome reached: