

Management Board terms of reference

1. Purpose

- 1.1. The Management Board provides strategic direction to ensure the long term objectives for the organisation are met successfully and sustainably. The Board operates collectively, holding the Executive to account for the leadership and regulatory outcomes of the ICO.
- 1.2. It has five main areas of focus:
 - **Position** of the organisation as the information rights regulator – setting the vision and mission and ensuring that all activities, either directly or indirectly, contribute towards it. Long-term horizon scanning, ensuring the strategic direction is based on a collective understanding of policy issues; using outside perspective to ensure that the ICO is challenged on its outcomes and understanding the perspective of others, in particular the regulated community and the public.
 - Setting the tone and **culture** of the ICO – setting the ICO's risk appetite and ensuring controls are in place to manage risk; agreeing and monitoring the ICO's people related strategies and plans, monitoring the organisation's compliance culture and ensuring there is a clear vision for the way the ICO works and understanding of its values.
 - Ensuring the ICO has the capacity and **capability** it needs - determining sign-off of large operational projects or programmes; ensuring sound financial management; scrutinising the allocation of financial and human resources to achieve the plan and ensuring organisational design supports attaining strategic objectives. Evaluation of the Board and its members and succession planning to ensure the ICO has the capability to deliver and to plan to meet current and future needs.
 - Defining the **perception** of the ICO – agreeing plans and strategies; setting objectives for strategic engagement activities; driving the ICO to be a modern regulator, independent regulator.
 - Monitoring the **performance** of the ICO towards achieving its strategic goals – ensuring clear, consistent, comparable

performance information is used to drive improvements and demonstrate the impact of the work of the organisation. Monitoring and steering performance against plan; scrutinising performance and setting the ICO's standards and values, holding the Executive to account for delivery of its plans and strategies.

2. Responsibilities

- 2.1. The Board should ensure that arrangements are in place to enable it to discharge its responsibilities effectively, including:
 - formal procedures for the appointment of new Board members, tenure and succession planning for Board members and senior officials;
 - allowing sufficient time for the Board to discharge its collective responsibilities effectively; and
 - induction arrangements on joining the Board.
- 2.2. The Board should agree and document an appropriate system to record and manage conflicts and potential conflicts of interest of Board members.
- 2.3. The Board should ensure that there are arrangements for governance, risk management and internal control for the ICO. Advice about and scrutiny of key risks is a matter for the Board, supported by:
 - an Audit and Risk Committee, chaired by a suitable Non-executive Director;
 - an internal audit service operated to Public Sector Internal Audit Standards
- 2.4. The Board should ensure that there are satisfactory systems for identifying and developing leadership and high potential, scrutinising the incentive structure and succession planning for the Board and senior leadership, and scrutinising governance arrangements, supported by:
 - a People Committee, chaired by a suitable Non-executive Director.
- 2.5. The Board should ensure that there are satisfactory regulatory methodologies, systems and process in place for prioritising regulatory resources and ensuring these are deployed in line with our strategic objectives, supported by:

- a Regulatory Committee, chaired by the Information Commissioner.
- 2.6. The Board should take the lead on, and oversee the preparation of, the ICO's governance statement for publication in its Annual Report and Accounts.
- 2.7. The Board should assure itself of the effectiveness of the ICO's risk management system and procedures and its internal controls. The Board should give a clear steer on the desired risk appetite for the ICO and ensure that:
- there is a proper framework of prudent and effective controls, so that risks can be assessed, managed and taken prudently;
 - there is clear accountability for managing risks;
 - officials are equipped with the relevant skills and guidance to perform their assigned roles efficiently and effectively.

3. Authority

- 3.1. The Board's authority derives from the Information Commissioner.
- 3.2. 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.
- 3.3. The Board operates based on collective decision making principles and a 'majority vote' in circumstances where a consensus view cannot be reached.
- 3.4. 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.

4. Composition

- 4.1. The Board consists of voting Executive and Non-Executive members, as well as non-voting Executive members.

- 4.2. The voting Executive members are the Information Commissioner and those designated by the Commissioner as Deputy Commissioners:
- Chief Operating Officer and Deputy Chief Executive
 - Deputy Commissioner (Regulatory Supervision)
 - Deputy Commissioner (Regulatory Policy)
- 4.3. The non-voting Executive Team attendees are:
- General Counsel
 - Executive Director, Strategic Change and Transformation
 - Executive Director, Strategic Communications and Public Affairs
 - Executive Director, Corporate Digital, Data and Technology
 - Executive Director, Regulatory Risk
- 4.4. Non-Executive members will outnumber the voting Executive members. Non-Executive members will be appointed by a panel. Any reappointment of the non-executive members shall take place at the Information Commissioner's sole discretion although they will consult the Senior Independent Director (unless the reappointment is of the Senior Independent Director themselves). All Non-Executive Directors have voting rights.
- 4.5. There will be a Senior Independent Director designated by the Commissioner from amongst the non-Executive members. This Director is responsible for chairing Board meetings in the absence of the Information Commissioner and for representing the views of the Non-Executive members of the Board where necessary.
- 4.6. The Board is chaired by the Information Commissioner or, in their absence, by the Senior Independent Director.

5. Quorum

- 5.1. The Board is quorate with six voting members present, including either the Commissioner or the Senior Independent Director and at least one Deputy Commissioner.

6. Information requirements

- 6.1. The Board should ensure that arrangements are in place to enable it to discharge its responsibilities effectively, including the timely provision of information in an appropriate form and quality. This should include quarterly reports on:

- income and expenditure;
- operational performance;
- strategic information rights issues; and
- risk.

6.2. The Board should also receive minutes from the following governance committees that report to it:

- Executive Team;
- Audit and Risk Committee;
- People Committee; and
- Regulatory Committee

7. Budget

7.1. The Management Board is not responsible for a specific budget.

8. Secretariat

8.1. Secretariat is provided by the Corporate Governance Team.

9. Frequency of meetings

9.1. The Board should meet at least four times annually.

10. Evaluation

10.1. The Board should ensure that arrangements are in place to enable it to discharge its responsibilities effectively, including formal regular evaluation of the Board's performance and that of its committees, and of individual Board members.