

Meeting: Management Board

Date: 21 September 2020

Agenda item: 5c

Time: 10 Minutes

For decision

Presenter: Paul Arnold

Topic: Senior Independent Director - outline of duties and responsibilities

Reason for report: The ICO introduced a Senior Independent Director position to the Board in June 2020. Following external consultation and benchmarking the following description of outline duties and responsibilities have been developed to frame the role of the SID at the ICO.

Purpose of report: Management Board is asked to consider the proposed description and make any suggestions for amendments as necessary before agreeing the description to underpin the introduction of the role.

Publication considerations: This report can be published internally and externally.

Author: Paul Arnold

Consultees: Elizabeth Denham

List of Annexes: Annex A – Role purpose and summary of duties and responsibilities

ICO Senior Independent Director

Role purpose and summary of duties and responsibilities

Role Purpose: The Information Commissioner is a Corporation Sole appointed by the Crown and directly accountable to Parliament. The Commissioner has appointed a Management Board comprising Executive and non-Executive Directors to set and oversee the strategic direction and good governance of the ICO.

Drawn from the non-Executives, the ICO's Senior Independent Director leverages the collective contribution of the ICO's Non-Executive Directors as part of the ICO's unitary Board arrangements, facilitating their role in bringing effective support, scrutiny and challenge to the Executive whilst respecting the ultimate statutory authority and accountability held by the Information Commissioner as a Corporation Sole.

Summary of duties and responsibilities:

- a) Support the Commissioner in their role as Chair of the Management Board of the ICO, acting as a sounding board and offering a source of advice as required.
- b) Conduct an annual appraisal/360 feedback exercise for the Commissioner, seeking insight and perspective from internal and external stakeholders as necessary.
- c) Meet separately with the Non-Executive Directors at least half-yearly.
- d) Chair meetings of the board when the Commissioner is absent or has a conflict of interest in the matter being discussed.
- e) Provide a point of advice or escalation from within the ICO for any queries or concerns regarding the Commissioner's expenses or entries in the ICO gifts and hospitality register.'
- f) Be a conduit for other Non-Executive Directors, acting as a trusted intermediary where this is required and to support them in challenging and contributing effectively.
- g) Build and maintain a relationship with the ICO's sponsoring department.
- h) Be the main point of contact for the succession process for the Commissioner's role.

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- i) Be the main point of contact for discussions regarding the Commissioner's remuneration package, including seeking external benchmarking on the Commissioner's package where this is agreed to be necessary by the Board.
- j) In rare cases where there are concerns with the performance of the Commissioner, provide support and guidance in seeking to resolve those concerns.
- k) Work with the Commissioner and other board members, and/or stakeholders, to resolve significant issues if they arise at the Board.