

Management Board terms of reference

1. Purpose

- 1.1. The Management Board provides leadership for the ICO, operating collectively and concentrating on advising on strategic and operational issues affecting performance and scrutinising and challenging policies and procedures with a view to the long-term health and success of the office.
- 1.2. It advises on five main areas:
 - Strategic clarity – setting the vision and mission and ensuring that all activities, either directly or indirectly, contribute towards it; long-term capability and horizon scanning, ensuring strategic directions are based on a collective understanding of policy issues; using outside perspective to ensure that the ICO is challenged on its outcomes.
 - Commercial sense – approving the distribution of responsibilities; advising on sign-off of large operational projects or programmes; ensuring sound financial management; scrutinising the allocation of financial and human resources to achieve the plan; ensuring organisational design supports attaining strategic objectives; setting the ICO's risk appetite and ensuring controls are in place to manage risk; evaluation of the Board and its members, and succession planning.
 - Talented people – ensuring the ICO has the capability to deliver and to plan to meet current and future needs.
 - Results focus – agreeing the ICO Information Rights Strategic Plan, including strategic aims and objectives; monitoring and steering performance against plan; scrutinising performance and setting the ICO's standards and values.

- Management information – ensuring clear, consistent, comparable performance information is used to drive improvements.

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 both Board members and senior officials;
 - allowing sufficient time for the Board to discharge its collective responsibilities effectively; and
 - induction on joining the Board.
- 2.2. The Board should ensure 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.
- 2.3. The Board should agree and document an appropriate system to record and manage conflicts and potential conflicts of interest of Board members.
- 2.4. 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 committee chaired by a suitable Non-executive Director;
 - an internal audit service operated to Public Sector Internal Audit Standards
- 2.5. 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.
- 2.6. The Head of Internal Audit should periodically be invited to attend Board meetings where key issues are discussed relating to governance, risk management or control across the ICO.
- 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 effectively and efficiently.

3. Authority

3.1. The Board's authority derives from the Commissioner.

4. Composition

4.1. The Board consists of:

- The Executive:
 - Information Commissioner
 - The Deputy Commissioner (Policy)
 - The Deputy Commissioner (Operations)
 - The Deputy Chief Executive Officer
- Four or more Non-executive Directors

4.2. The Board is chaired by the Information Commissioner or, in her absence, by one of her deputy commissioners.

5. Quorum

5.1. The Board is quorate with the following members present:

- Three members of the Executive
- At least two Non-Executive members

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 reports from the following governance committees that report to it:

- Senior Leadership Team; and
- Audit 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 quarterly.

10. Evaluation

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