

## Management Board terms of reference

### Purpose

- 1.1. The Management Board provides leadership for the ICO, operating collectively and concentrating 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 has five main areas of focus:
  - Strategic clarity – setting the vision and mission and ensuring that all activities, either directly or indirectly, contribute towards it; long-term capacity, 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; 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; 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, holding the Executive to account for delivery of its plans and strategies.
  - 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 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 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.
- 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 be invited to attend Board meetings periodically, where key issues are discussed relating to governance, risk management or internal 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 efficiently and effectively.

### 3. Authority

- 3.1. The Board's authority derives from the Information Commissioner.
- 3.2. As a Corporation Sole, all formal powers and duties rest with the Commissioner. In line with the scale and complexity of the ICO's role and remit the Commissioner has formally delegated responsibility through the ICO's Management Agreement with its Government sponsor department (and these Terms of Reference) for the strategic leadership of the ICO to the Management Board, of which the Information Commissioner is the 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 Executive and Non-Executive members.
- 4.2. Executive Members include the Information Commissioner and members of the Executive Team.
- 4.3. Non-Executive members will outnumber the Executive members. Non-Executive members will be appointed by a panel chaired by the Information Commissioner and including a representative from the ICO's Government Sponsor Department.
- 4.4. 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.
- 4.5. There will be two Senior Executive members designated by the Commissioner from amongst the Executive members. One will be

responsible for the ICO's day-to-day leadership, performance and administration. The other will be responsible for the ICO's regulatory decisions and outcomes.

- 4.6. The Board is chaired by the Information Commissioner or, in her absence, by the Senior Independent Director.

## 5. Quorum

- 5.1. The Board is quorate with six members present.

## 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;
- 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 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 a formal annual evaluation of the Board's performance and that of its committees, and of individual Board members.

## Annex: Transitional Arrangements

In order to implement these changes, the Commissioner will designate a Senior Independent Director and two Senior Executives from within the existing Board. They will have their job descriptions and/or contracts updated accordingly.

All other arrangements will be effective from 1 January 2020. Any override of the collective decisions of the Board from that time until 31 March 2020 will be documented in the 2019/20 Annual Report.

The changes to these Terms of Reference will be reflected in the ICO's 2019/20 Annual Report and in the ICO/DCMS Management Agreement.