![ico. Information Commissioner's Office]

Meeting	Management Board	Date	27/01/2014
Agenda item	7	Time	10 Minutes
Proactive publication	Yes	Internal publication	Yes
Title	**Committee self assessment**		
Presenter	Christopher Graham		
ICO Plan aim	6. An efficient ICO well prepared for the future		
Information rights strategy aim	10. The public confident in information rights law as necessary, serving the public interest, effective in practice and properly enforced.		
Issue	Every year the ICO committees undertake a self-assessment. The self-assessment suggests that the system is working. However Management Board needs to consider its own performance and terms of reference, and agree changes to the Remuneration Committee and Executive Team terms of reference.		
Decision	1. To review Management Board performance. 2. To agree any changes to Management Board terms of reference; eg as at bottom of page 3 of this paper. 3. To agree changes to Remuneration Committee terms of reference a. To add para 2.5.14 b. To amend para 3.1 so that the Commissioner is a member of the committee 4. To agree a minor change to the Executive Team terms of reference, reflecting the move from Statements of Internal Control to Governance Statements.		
Financial impact	None.		

Risks	The ICO needs to ensure it keeps its corporate governance up to date and effective.

Main issues highlighted and suggested responses

Papers arriving late:
- The chair should decide on whether to accept late papers or not.

Decisions required are sometimes not clear in papers and costs and savings are not detailed consistently.
- Those commissioning papers to be clear about the purpose of the paper.
- Papers to be as short as possible and not to include large annexes.
- The cover sheet has been amended to include costs and savings.
- Members to ensure that finance is consulted where necessary.

A wish for more strategic thinking and planning about what comes to committees.
The focus of the Leadership Group.
- Those commissioning papers to be alert to strategic issues which need to be addressed and ensure that these come to the right committee.
- Discussion and agreement of the terms of reference for Leadership Group. A draft is currently with the group.

Communications to staff about committees.
- Circulate quickly key messages for Executive Team, Leadership Group, Information Rights Committee and Management Board 100% of the time.
- Ensure that when minutes are agreed staff are advised via ICON, again 100% of the time.
- Executive Team members to encourage managers to report back to staff on what happens at committees they attend.

Management Board terms of reference
- One comment received was
    As MB has become more involved in risk assessment over recent years, perhaps 2.2 should be expanded to read: Has a role in identifying and tracking mitigating actions in respect of key corporate risks.
- Are there any other changes that members want to make to the current terms of reference?

Annexes
Annex A – Management Board terms of reference
Annex B – Survey results
Annex C – draft Remuneration Committee terms of reference
Annex D – draft Executive Team terms of reference

Management Board terms of reference

1. Purpose

1.1.   Management Board provides high level oversight and support for the Information Commissioner and the ICO. It develops strategy, monitors progress against strategy, and provides assurance to the Information Commissioner that the ICO is managed properly.

2. Responsibilities

2.1.   Management Board is responsible for:
- Developing ICO strategy, identifying where the organisation should be in three to 10 years time and articulating the broad approach needed to reach this position.
- Monitoring progress in implementing strategy, challenging performance and providing leadership where conflicts occur.
- Providing corporate governance and assurance for the ICO, setting values and demonstrating integrity.
- Representing the ICO at the highest level.

2.2.   As such the Board:
- Reviews and agrees ICO corporate and business plans, budgets and significant strategies.
- Adopts the annual accounts.
- Agrees expenditure which totals (or is expected to total) £100,000 or above or which is novel or contentious.
- Provides assurance to the Commissioner that the ICO is managed properly by inputting into and monitoring the ICO's
  - o planning, budgeting and performance processes,
  - o corporate governance,
  - o audit; and
  - o risk management system.
- Has a role in identifying corporate risks.

2.3.   The Board must communicate with staff after its meetings by way of key messages and management cascade by ET members.

2.4.   In meeting its responsibilities Management Board will approach its work in a way which reflects and champions the ICO's values.

3. Composition

3.1.   The Board consists of four non-executive directors and members of the Executive Team (ET); ie
- Information Commissioner and Chief Executive Officer (chair)
- Deputy Commissioner and Director Data Protection
- Deputy Commissioner and Director Freedom of Information
- Director Corporate Affairs
- Director Operations
- Director Organisational Development

4. Authority

4.1.   The authority of the Board derives from the Information Commissioner who is legally responsible for the work of the Information Commissioner's Office and, as Accounting Officer, its expenditure.

5. Budget

5.1.   The Board has no budget.

6. Quorum

6.1.   The Board is quorate with the following members present:
- The Commissioner
- At least one deputy Commissioner
- Two non-executive directors
- One other member of ET.

7. Secretariat

7.1.   Secretariat is provided by the Corporate Governance Team.

8. Frequency of meetings

8.1.   Management Board meets quarterly but more frequently if needed. In addition there is an annual strategic review held in the autumn to steer development of strategy.

9. Evaluation

9.1.   The Board's effectiveness and terms of reference will be reviewed at least annually by the Board. This will include a review of membership and relevant skills. All members will also take part in the normal personal development review process.

10.   Annual work plan

10.1.   The work of the Committee and the information coming to each meeting is informed by an annual work plan which is maintained on a regular basis.

Committee Self-assessment Survey Questions	Yes	No	Comments	Potential actions/suggestions
Sent to: 26				
Responses: 14				
Response rate: 54%				
Do you generally receive the meeting papers early enough to read and consider properly?	78%	22%	• 4 comments that sometimes papers arrive late and mean that they cannot be read and considered in time. • There have been occasions where these late papers have not been urgent and could have come to the next meeting.	• The Chair should agree that late papers are tabled.
Do the papers provide you with the information you need?	86%	14%	• Papers need to be clearer on decisions. • There needs to be a consistent approach on papers to consideration for costs and savings.	• The coversheet provides a template to help clarity. Use could be more consistent. • The coversheet could be update to include costs /savings.
Are the meetings the right length?	**About Right** 100%			
Are the meeting the right frequency?	**About Right** 93%	**Too infrequent** 7%		
Are the meetings well chaired?	100%			

Committee Self-assessment Survey Questions	Yes	No	Comments	Potential actions/suggestions
If you answered no to any of the above, what suggestions do you have to how the meetings are chaired?			Timings next to all agenda items would be useful.	• Estimated timings to be added to MB and AC agendas. • Those writing papers to ensure the timing is included in the coversheet.
Are the agendas well-constructed?	86%	14%		
If no, what changes might you suggest?			• Expand the agenda to include aim and expectation in the title box. • Don't always address the key strategic issues.	• Frequent review of work plans to ensure consideration is being to strategic issues. • The ET agenda now includes a decisions needed section. This could be rolled out to other committees.
Do you have the opportunity to contribute to the agenda and meetings?	86%	14%		Agendas are circulated prior to meetings.
If you would like to contribute more, what is currently preventing you from doing so?			Running forward plan, so that we know what is likely to come up when and the Executive would be able to plan the volume of work for each Management team.	Frequent review of work plans to ensure consideration is being to strategic issues.

Committee Self-assessment Survey Questions	Yes	No	Comments	Potential actions/suggestions
Do you think there's the right mix of people on the committees with the right experience?	93%	7%	I am concerned that once both Jane May and Neil Masom have left the Management Board, there will be insufficient private sector expertise represented on the Board.	The concern to be noted.
Do the committees you sit on consider the right issues?	86%	14%		
Can you give any examples?			• It would be helpful if Leadership Group did more forward planning - thinking about issues it may want to cover over the forthcoming six months' worth of meetings. • Some cross office issues have come to IRC when they might be more applicable to LG discussion, for example the self-audit proposal.	• Those commissioning papers to be alert to strategic issues which need to be addressed and ensure that these come to the right committee. • Discussion and agreement of the terms of reference for Leadership Group by Leadership Group, once the results of the Grant Thornton Governance review are received.

Committee Self-assessment Survey Questions	Yes	No	Comments	Potential actions/suggestions
Would you make any changes to the committee terms of reference? (only 11 answers to this question)	18%	82%	• MB - As MB has become more involved in risk assessment over recent years, perhaps 2.2 should be expanded to read: Has a role in identifying and tracking mitigating actions in respect of key corporate risks. • AC - There are new HM Treasury requirements - These should be reviewed to ensure the Terms of Reference reflect the latest practice. For example there is a name change to Audit and Risk Assurance Committee. We would advise a full review against the new handbook. • IRC - It does need to guard against being a beauty pageant of what each dept has done, and repeating the MB report, but I think most are aware of this danger.	• For MB to discuss amendments to the TOR. • Discussed at December meeting.

Committee Self-assessment Survey Questions	Yes	No	Comments	Potential actions/suggestions
There are no terms of reference agreed for the Leadership Group however is the group meeting your needs? (only 8 answers to this question)	75%	25%	• I think that the group can be challenged more to deliver improvements in our own working practices. Issues do get discussed but I think more could be done to assign actions and follow up. • This is a qualified 'yes'. Some of the meetings have been very useful, but one or two have seemed rather 'last minute', with less than full agendas. I appreciate it's still early days for the group however. • The group is at present a bit unfocused and more attention should I think be paid to ensuring that appropriate items are brought to it, and not say to IRC or ET. • I don't think it's found the right subject areas to discuss in at least half of the meetings.	• Those commissioning papers to be alert to strategic issues which need to be addressed and ensure that these come to the right committee. • Discussion and agreement of the terms of reference for Leadership Group by Leadership Group.

Committee Self-assessment Survey Questions	Yes	No	Comments	Potential actions/suggestions
How effective do you find the overall committee structure in helping manage the ICO and make decisions?	**Effective - 71%**		• Most of the decisions relating to the everyday delivery of work don't go to committees • I am not sure that there is enough strategic discussion at ET. We seem driven by specific papers rather than the ICO's strategic challenges.	• Those commissioning papers to be alert to strategic issues which need to be addressed and ensure that these come to the right committee.
Is there overlap between committees you attend (including those outside the formal Corporate Governance structure such as ODDH)?	36%	64%		
Explain why this overlap is useful or not			• Communications and for shaping ideas. • Some of the issues or concerns raised at ODDH are often fed into the Management Board, IRC or LG meetings or vice versa. • ODDH is essentially an information exchange with items focussed on operational issues.	There is a feeling that there is overlap but that this is useful. We just need to be aware of the cost in staff time.

Committee Self-assessment Survey Questions	Yes	No	Comments	Potential actions/suggestions
			• Some issues are aired in one committee and discussed and developed elsewhere too. • They provide different perspectives of the same issue so increase understanding and awareness.	
What would you change about the way the secretariat administers meetings? (18 choices ticked)		56% 'Change nothing'	1 Agreeing agendas 1 Commissioning papers 1 Setting up meetings 2 Minute taking 3 Action point follow up	
Do you prefer to work electronically or by paper?	**Electronic** -50%	**Paper**-50%		
Do you use the 'committees' page on ICON? For example to access templates and outstanding actions	29%	71%		This facility is repeatedly promoted and easily accessed from the Corporate Affairs Homepage. Members should use this resource.

Committee Self-assessment Survey Questions	Yes	No	Comments	Potential actions/suggestions
Do you think enough communication reaches staff about the committees?	50%	50%		• Circulate quickly key messages for Executive Team, Leadership Group, Information Rights Committee and Management Board 100% of the time. • Ensure that when minutes are agreed staff are advised via ICON, again 100% of the time. • Members to encourage managers to report back to staff on what happens at committees they attend.
How could the committees make more use of ICON?			• Make better use of shared areas. Maybe use some software that allows sharing of comments etc. on documents. • Stronger messages, Know about sessions or briefing road shows across departments. • Publishing full minutes on the main page. • Do we still make as much use of ICON for (relevant) key messages? Doesn't feel as if we do. • ICON has dropped as a useful resource. I would normally go straight to Meridio and find what I want, I don't think I'd look to ICON.	

Committee Self-assessment Survey Questions	Yes	No	Comments	Potential actions/suggestions
If you have any other comments you would like to add please write them in the box below.			• The Audit Committee is very well chaired. It is helpful also to have the pre-meetings. • I think the ICO has worked hard on these governance issues over recent years and several important improvements have been made.	

Remuneration Committee terms of reference

1. Purpose

1.1.   The Remuneration Committee shall consider and advise the Commissioner and his Management Board (the Board) on the ICO's remuneration policies and practices.

1.2.   The Committee will, on behalf of the Board, determine appropriate remuneration for Executive Team members.

1.3.   The Committee does not seek to encroach on well established recognition arrangements for collective bargaining at the ICO.

2. Responsibilities

2.1.   Subject to the need to seek the approval of the Secretary of State on some matters, the Information Commissioner has ultimate statutory responsibility for staffing matters. However, he has delegated to the Committee responsibility for advising him as to the determination of the remuneration and other conditions of service for each member of the Executive Team (except the Commissioner).

2.2.   Unless any necessary approval of the Secretary of State is not forthcoming or other exceptional circumstances apply, the Commissioner will normally accept and implement the advice of the Committee.

2.3.   In carrying out its responsibilities the Committee shall pursue the primary objective that the ICO should be able to recruit, retain and motivate suitably able and qualified people to exercise their respective personal and corporate responsibilities.

2.4. The Committee shall also have regard to:
2.4.1. specific and general legal requirements;
2.4.2. relevant guidance from HM Treasury and the Ministry of Justice;
2.4.3. relevant labour markets and their effect on recruitment and retention; and
2.4.4. the financial resources available to the ICO.

2.5. The Committee shall:
2.5.1. Advise the Commissioner and assist with the determination of the remuneration and terms of service for Executive Team members (normally on an annual basis). This will include any performance related elements together with provisions for any other benefits including pensions, cars/car allowances, other contractual terms and service agreements, subject to necessary consents or approvals of the Secretary of State.
2.5.2. Advise upon and review the strategic approach and broad policy relating to Executive Team pay on behalf of the Board, ensuring matters of equality and fairness are taken into account.
2.5.3. Adopt an approach that ensures that Executive Team members are:
2.5.4. provided with appropriate remuneration and incentives which encourage and recognise enhanced performance and the fulfilment of specific objectives; and
2.5.5. in a fair and responsible manner are rewarded for their individual contributions to ICO corporate successes.
2.5.6. Retain an overview of remuneration issues across the ICO to assist in the determination of executive pay and terms.
2.5.7. Be aware of any major changes to staff remuneration structures throughout the ICO.
2.5.8. Ensure that systems are in place that do not reward failure of executives.
2.5.9. Advise upon and endorse, as necessary, policies relating to termination payments and compensation commitments, and approve, subject to any necessary external approval, any such payments or commitments relating to any Executive Team member.
2.5.10. Ensure that a report is prepared each year for inclusion in the Commissioner's Annual Report and ensure that the remuneration (within a £5,000 band) of each Executive Team member is published in that report.
2.5.11. Exercise the same duties, adapted as appropriate, for other members of staff as determined by the Board.

2.5.12.   Report the activity of the Committee to the Board following the Committee meeting held in the first quarter of the financial year.

2.5.13.   Where appropriate, advise upon the ICO's employment policies and their revision from time to time. The provision of such advice does not circumvent normal consultation arrangements with recognised trade unions. Matters upon which the Committee may provide advice include, but are not limited to, human resources issues of magnitude and issues of equality and fairness in relation to pay and reward.

2.5.14.   Consider any other items as determined relevant by the Commissioner.

2.6.   In meeting its responsibilities Remuneration Committee will approach its work in a way which reflects and champions the ICO's values.

3. Composition

3.1.   The Committee shall be appointed by the Commissioner and shall comprise two Non-executive Directors, one of whom shall be the Chairman, and the Commissioner.

3.2.   Members of the Committee shall be free from any business or other relationships which could interfere with the exercise of their independent judgement.

3.3.   The Commissioner shall determine the period for which each other member of the Committee shall hold office.

3.4.   Care shall be taken to minimise the risk of any conflict of interest that might be seen to give rise to an unacceptable influence. Any potential conflict of interest should be raised at the start of each meeting of the Committee.

4. Authority

4.1.   The Committee is authorised by the Commissioner to seek any information it requires from any employee of the ICO in order to perform its duties.

5. Budget

5.1.   In connection with its duties the Committee is authorised to select, set the terms of reference and appoint remuneration consultants, at the ICO's expense.

5.2.　　However this is with the proviso that the agreement of the member of the Executive Team member, who is ultimately responsible for the budget, is sought and given. Any decision on expenditure by the Committee on remuneration consultants has to have regard to the money available in relevant budgets.

6. Quorum

6.1.　　The committee will be quorate with the chair and one other member present.

7. Secretariat

7.1.　　Human Resources will provide secretariat support to the Committee.

8. Frequency of meetings

8.1.　　The Committee shall meet at least twice a year and at such other times as the Chairman of the Committee shall require.

8.2.　　Meetings are to be scheduled in the May/June period after completion of annual performance reviews, and in the October/November period after mid-year reviews have been held.

8.3.　　Items for consideration by the Committees shall have due regard to the work schedule set out in the appendix.

9. Evaluation

9.1.　　The Committees effectiveness and terms of reference will be reviewed at least annually by the Board and the Committee, including a review of membership and relevant skills. Change to the terms of reference must be agreed by the Board.

9.2.　　The Committee will review its handling of any significant project it manages within three months of the end of the project and will report back to the Board on any lessons learnt.

Appendix

Information Commissioner's Office's Remuneration Committee cycle of matters for consideration

This document sets out the cycle of matters for discussion at Remuneration Committee meetings.

Meetings are held at least twice a year with programmed meetings taking place in spring and autumn. The actual dates are subject to availability of Committee members.

Standard items for each meeting
1. Minutes of the previous meeting
2. Matters arising

Spring meeting (to be scheduled May – June)

1. Review of Terms of Reference for the Committee
2. Review of achievements of the Committee in the last year
3. Over view of pay matters for the rest of the ICO staff
4. Over view of pay equality matters.
5. view of ET members' annual Performance and Development Reviews (including ideas for objectives for the coming year)
6. Decisions regarding pay increases for ET members to be implemented in July.

Autumn meeting (to be scheduled October – November)

1. Review of final pay agreement for staff (if already agreed)
2. Review of distribution of Performance and Development Review markings for the whole staff.
3. Review of ET members' mid-year Performance Reviews and discussion about actions required in remainder of the year.

In addition to the above items the Committee may discuss any pertinent items which fall within its Terms of Reference at either meeting, or convene ad hoc meetings if necessary.

Other periodic items for consideration

These are items which do not need to be included in the regular cycle of issues for discussion
- Review of provision of outside advice to the Remuneration Committee;
- Pay benchmarking.

Executive Team terms of reference

1. Purpose

1.1.   The Executive Team provides day to day leadership for the ICO and as such has overall responsibility for developing, and delivering against, the ICO's corporate and business plans.

2. Responsibilities

2.1.   Executive Team:
- Develops and agrees ICO corporate and business plans, budgets and significant strategies and ensures delivery against these plans and strategies.
- Presents ICO corporate and business plans, budgets and significant strategies to Management Board.
- Develops the Annual Accounts and reports prior to their presentation to Management Board.
- Agrees expenditure which totals (or is expected to total) under £100,000 and which has **not** been already agreed as part of the normal planning and budgeting process; eg is novel or contentious.
- Develops and has overall responsibility for:
  - planning, budgeting and performance monitoring;
  - corporate governance;
  - audit;
  - risk management; and
  - internal compliance and security.
- Develops the annual Governance Statement.

2.2.   The Executive Team chair should report to the Management Board following each meeting of the Executive Team, normally by presenting minutes of meetings at the next Management Board.

2.3.　　In meeting its responsibilities Executive Team will approach its work in a way which reflects and champions the ICO's values.

3. Composition

3.1.　　The Executive Team consists of:
- Information Commissioner and Chief Executive Officer (chair)
- Deputy Commissioner and Director of Data Protection
- Deputy Commissioner and Director of Freedom of Information
- Director of Operations
- Director of Corporate Services

4. Authority

4.1.　　The authority of the Executive Team derives from the Information Commissioner who is legally responsible for the work of the Information Commissioner's Office and, as Accounting Officer, its expenditure.

5. Budget

5.1.　　Executive Team members are individually responsible for expenditure in their areas of responsibility and as such are together responsible for all of the ICO's expenditure.

6. Quorum

6.1.　　The Executive Team is quorate with the following members present:
- The Commissioner or at least one deputy Commissioner
- Two other members.

7. Secretariat

7.1.　　Secretariat is provided by the Corporate Governance Team.

8. Frequency of meetings

8.1.　　The Executive Team usually meets fortnightly but more frequently if needed. However, periods between meetings may also be longer.

9. Evaluation

9.1.   The Executive Team's effectiveness and terms of reference will be reviewed at least annually by the Executive Team. Changes to the terms of reference must be agreed by Management Board.

10.   Annual work plan

10.1.   The work of the Committee and the information coming to each meeting is informed by an annual work plan which is maintained on a regular basis.