

# Nominations Committee minutes

11 June 2021

## Members

David Cooke	Non-Executive Director
Peter Hustinx	Non-Executive Director
Nicola Wood (Chair)	Senior Independent Director

## Attendees

Paul Arnold	DCEO & Chief Operating Officer
Joanne Butler	Head of Risk and Governance
Michael Collins	Head of Human Resources
Elizabeth Denham	Information Commissioner
Emma Titley	Head of Workforce Development & Planning

## Secretariat

Chris Braithwaite	Senior Corporate Governance Manager
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## 1. Introductions and apologies

Apologies for absence were received from Louise Byers.

## 2. Matters arising from the previous meeting

### Minutes

The minutes were approved as an accurate record.

### Actions and decisions

There were no outstanding actions.

Paul Arnold reported that the recruitment campaign to appoint a new Independent Audit Committee member had concluded and the successful candidate had now been appointed. They would start in the role at the end of July 2021.

## 3. Declarations of interests

There were no declarations of interest. The NEDs noted that there were items on the agenda regarding their time commitments.

## 4. Non-Executive Director (NED) time commitments during 2020/21

### Discussion

Chris Braithwaite presented a report which provided information about the time commitments of NEDs to ICO activities during 2020/21.

Elizabeth Denham commented that she and the Executive Team hugely valued the input from the NEDs and therefore she felt this was a vital piece of work, to ensure that the correct arrangements were in place, both for the NEDs and the ICO, to get the appropriate balance of contribution.

The Committee noted that there had been a recent change of approach with NEDs no longer now routinely used as an escalation for grievance or other workplace investigations. Where independent investigations of this nature are required, ICO policy was now to use external investigators. The Committee welcomed and supported this approach.

The Committee discussed the informal NED meetings that had been taking place during 2020/21 and discussed whether they should continue going forward. The Committee agreed that these were very beneficial in keeping the NEDs up to date on the key areas of work for the ICO and therefore the meetings should continue. From the perspective of time contributions, these meetings should be considered as part of NEDs' preparation for Management Board meetings.

The Committee also discussed the way NED time commitments were described and how this compared to other similar organisations. The Committee agreed that whilst the ICO constitution and governance arrangements were in transition it was challenging to compare the ICO directly with other organisations, but that it was desirable for NED arrangements to be described as clearly as possible. The Committee agreed to keep these arrangements under review and for Corporate Governance to actively track the time commitments/contributions of each of our NEDs on a quarterly basis.

The Committee also agreed that it would be beneficial to benchmark the time contribution expected from NEDs by the ICO against that of other regulators, to ensure that the time contribution expected of NEDs is in line with other similar organisations as far as this is practical.

It was also highlighted that the ICO was presently carrying a NED vacancy which, once filled, would introduce some welcome additional capacity at NED level within the ICO.

Nicky Wood highlighted that there was an error in the report with the number of days NEDs contributed to committee meetings being incorrectly reported. Chris Braithwaite confirmed that this was an error and would update the report.

#### Actions

Paul Arnold to arrange for an in-house informal benchmarking exercise with other regulators to benchmark the number of days contribution expected from NEDs. **(Due date: next meeting)**

Chris Braithwaite to contact NEDs on a quarterly basis to track the number of days contributed to ICO work. **(Due date: ongoing from 1 July 2021)**

## 5. Non-Executive Director Development

#### Discussion

Emma Titley presented a report which set out options for training and other development opportunities for NEDs.

The Committee reflected on their own inductions and agreed that they had been of an appropriate quality. The Committee also noted that the induction of the new Independent Audit Committee member would provide an opportunity to further develop arrangements for inductions. Nicky Wood commented that management should contact this person following the completion of their induction to gather any feedback.

The Committee discussed their own training experiences and agreed that opportunities for further training for NEDs would be hugely beneficial. However, the Committee agreed that it was vital to ensure that the focus of any training was on the benefits to the ICO. Therefore, it may be best to focus on training that had a specific regulatory context, rather than broader NED training. David Cooke and Nicola Wood volunteered to "trial" any training opportunities that were identified.

The Committee discussed the budget for this work and agreed that there should be an overall budget and programme for the Management Board's development, of which NED training was a part, as was the subsequent report on succession planning. This Committee would then track progress towards delivering this overall programme.

#### Actions

Emma Titley and Paul Arnold to submit a further report on NED development to the Committee's next meeting, as part of the Management Board development workstream. **(Due date: next meeting)**

Emma Titley to provide Nicky Wood and David Cooke with information regarding any training opportunities to trial. **(Due date: ongoing)**

Paul Arnold to ensure that management speak to the new Independent Audit Committee member following completion of their induction, to gather any feedback. **(Due date: next meeting)**

## 6. Succession planning

### Discussion

Emma Titley and Paul Arnold presented a report which set out the proposed approach to succession planning for Executive and Senior Leadership teams. The report highlighted the importance of the ICO having clarity of arrangements should members of senior leadership be unable to fulfil their duties for any reason. Ensuring appropriate and proportionate cover arrangements were in place was a vital part of resilience and business continuity. This also supported future succession planning by providing more opportunities for support and experience at more junior levels.

The Committee discussed the options set out in the report to further develop succession planning. The Committee agreed that both option 1 and option 2 were viable options. However, it may be challenging to provide the capacity and capability to deliver in-house to the extent set out in option 2, particularly given the desired timescales. Therefore, development of option 1 was the preferred option.

In addition to the information set out in the report, Paul Arnold provided an update on the emergency succession arrangements that were in place (in the event of two or more of the Commissioner, himself and the Chief Regulatory Officer being unexpectedly unavailable). The Committee agreed that in the event of a short notice absence on the part of either the CRO or COO then the responsibilities of the absentee would transfer to the other. Corporate Governance would review the Scheme of Delegation to ensure that it appropriately reflected these arrangements.

The Committee noted that this work was part of the Management Board development work discussed at the previous item.

### Actions

Emma Titley and Paul Arnold to submit a further report on succession planning to the next Committee's meeting, as part of the Management Board development workstream. **(Due date: next meeting)**

Chris Braithwaite to review the Scheme of Delegation to ensure that it reflects the emergency succession planning arrangements. **(Due date: end of October 2021)**

## 7. Board effectiveness evaluation analysis

### Discussion

Paul Arnold presented a report setting out the findings of the recent Board effectiveness review, which had covered Management Board, Audit Committee, Executive Team and Remuneration Advisory Panel.

The Committee agreed that, going forward, it would be useful to conduct an external independent evaluation exercise every few years, with informal annual exercises in between. Nicky Wood suggested that it would be useful to complete the first external evaluation during mid-2022, so that changes can be implemented relatively early into the term of the new Commissioner.

The Committee agreed that this report should be referred to the Management Board for consideration and approval.

### Actions

Chris Braithwaite to update the Board effectiveness evaluation report for consideration by Management Board in July 2021. **(Due date: 19 July 2021)**

## 8. Any other business

### Honours nominations

It was noted that twice a year DCMS asks the ICO if it wishes to nominate anyone for a New Year or Queen's Birthday honour. It was noted that Jonathan Bamford had recently been nominated and had received an award following his long service and retirement. It was recognised that this was welcome recognition for the work of a valued member of ICO staff as well as being important for the wider reputation of the ICO. It was suggested that now we had introduced a Nominations Committee that we should position the Committee as responsible for considering and approving any future nominations. It was stressed that these were not expected to be frequent or commonplace, but when they were warranted, it was important for proportionate governance arrangements to be in place.

## Actions

Chris Braithwaite to bring to the Management Board for approval updated terms of reference for the Nominations Committee to reflect the Committee's role in considering honours nominations. **(Due date: 19 July 2021)**