

Management Board – for decision

Meeting agenda title: Practical adjustments to committee terms of reference

Meeting date: 03 October 2022

Time required: 5 minutes

Presenter: Paul Arnold

1. Objective and recommendation

1.1. Following a review of board committee participation, some adjustments have been made to the terms of reference of two committees and the remuneration advisory sub-committee to better aid our flexibility in deploying our non-exec director resource.

2. History and dependencies

2.1. This proposal seeks to further refine the committee terms of reference adopted by Management Board in May 2022 and July 2022.

3. Developing a common understanding

3.1. The ICO currently has eight NEDs, following recruitment of the latest three NEDs. Heading into autumn 2022, the committees will thus have a wider pool of NED expertise to draw from and we are afforded greater flexibility in achieving quorate meetings.

3.2. The current sub-committees are Audit and Risk Committee, People Committee (with Remuneration Advisory Sub-Committee or RASC below that) and Regulatory Committee. The scheduling proposals for all of these committees will be communicated to committee chairs to aid diarising following 03 Oct board meeting.

4. Matters to consider to achieve objective

A number of our committee terms of reference describe their membership in absolute terms, with indicative upper limits for NED membership.

With the expanded NED cohort, we propose adjusting the terms of reference such that all make reference to a minimum NED membership rather than setting a maximum.

This will allow us greater flexibility if NED committee members were unable to attend a given committee meeting. It also allows for the best possible deployment of the breadth of expertise across our now eight-member NED cohort.

The proposed changes to the terms of reference affected are shown in the attached documents as tracked changes. For ease of reference the changes are as follows:

Audit and Risk Committee – change on page 2 to allow for more than two NEDs to sit on the panel. Quorum remains the same size so this additional NED membership is by choice and thus remains flexible.

People Committee – change on page 3 to remove upper limit on NED membership. Quorum remains the same.

Remuneration Advisory Sub-Committee – change on page 3 to remove upper limit on NED membership. Further change to clarify that the Commissioner is an attendee rather than a member of the RASC, due to its nature as an advisory body to the Commissioner.

5. Areas for challenge

5.1. Does the Management Board agree that these proposed changes to the terms of reference will enable the committees to better use the flexibility within the NED cohort to identify risks and maximise associated opportunities effectively?

5.2. Is Management Board content that committee sizes will remain overall reasonably small despite the removal of upper membership limits?

6. Communications considerations

6.1. If agreed, the updated terms of reference for the Regulatory Committee will be published internally and externally.

7. Next steps

7.1. The next steps for this work are:

- Publish the updated terms of reference.
- Schedule the future meetings of the committees with the new membership line-ups as set out

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Consultees: Nicola Wood, Louise Byers

List of Annexes: Annex 1 – ARC Terms of Reference

Annex 2 – People Committee terms of reference

Annex 3 – RASC terms of reference

Annex 4 – List of committee memberships as of Oct 2022

Publication decision: This report can be published internally and externally without redaction.

Outcome reached: