

Information Commissioner's Office

Corporate Governance and Management Structure



Information Commissioner's Office
Promoting public access to official information
and protecting your personal information

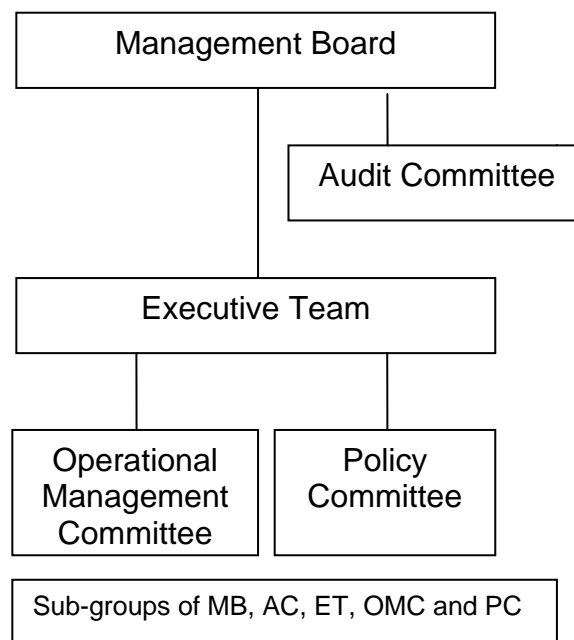
Introduction

This document sets out the corporate governance and management structure of the Information Commissioner's Office as adopted by the Management Board on Monday 28 January 2008.

These arrangements have been drawn up to improve the quality of decision making. In particular, they are designed to achieve maximum clarity about the role and authority of decision-making bodies and their inter-relationships, to devolve more power and responsibility to senior management, to minimise overlaps and duplication, and to bring about an integrated approach to the leadership and management of the office as a whole.

Overall structure

The diagram below summarises the hierarchy of formal decision making bodies within the ICO.



In summary the role of the formal decision making bodies is as below:

Management Board	<p>Develops strategy:</p> <ul style="list-style-type: none"> • identifying where the organisation should be in three to ten years time; and • articulating the broad strategy needed to reach this position. <p>Monitors progress in implementing strategy, challenging performance; leading where conflicts of interest occur.</p> <p>Provides corporate governance and assurance for the ICO, setting values and demonstrating integrity. Represents the ICO at the highest level.</p>
Audit Committee	<p>Provides scrutiny, oversight and assurance of risk control and governance procedures.</p>
Executive Team	<p>Provides leadership and oversight for the ICO including the continuous process of organisational improvement and change; encouraging innovation to enhance capacity to deliver.</p> <p>Has overall responsibility for developing and delivering against the ICO's corporate and business plan.</p>
Operational Management Committee	<p>Provides operational management of the ICO:</p> <ul style="list-style-type: none"> • supporting delivery of ICO operational activities • coordinating responses to exceptions to planned delivery; and • identifying and helping address potential cross cutting problems.
Policy Committee	<p>Manages policy activities by:</p> <ul style="list-style-type: none"> • managing development of guidance; • coordinating agreement of policy lines; • authorising regulatory activity which raises policy or precedent issues; and • commissioning and managing policy related research projects.
Sub-groups	<ul style="list-style-type: none"> • Managing projects • developing policies and procedures and their implementation • provision of advice • provision of forums for discussion or consultation • other defined tasks

Terms of Reference

The detailed terms of reference for each of the formal decision making bodies can be found at annex A and B.

Annex A - terms of reference for Management Board, Executive Team, Operational Management Committee and Policy Committee.

Annex B – terms of reference for the Audit Committee.

Sub-Groups

MB, ET, OMC and PC can set up groups to provide support in:

- the managing of projects,
- the development of policies and procedures and their implementation,
- the provision of advice
- the provision of forums for discussion or consultation; and
- other defined tasks.

Groups should be set up when the issue involved is:

- clearly defined
- has a serious impact across the office
- needs specific expertise, dedicated resources or across office consultation;

and

- there is no other appropriate body or individual to take the work forward and
- when MB, ET, OMC or PC need to retain accountability.

The issue involved can be:

- operational
- policy driven
- related to policies or procedures
- on-going or time limited

A list of current sub-groups is at **Annex C**¹. **Annex D** provides a template to be used when drafting terms of reference for sub-groups.

Review

The corporate governance and management structure of the ICO, including the terms of reference, will be reviewed annually.

Richard Thomas - January 2008

¹ Annex C updated 27 August 2009

Terms of reference

	Management Board	Executive Team	Operational Management Committee	Policy Committee
Overall purpose	<p>Develops strategy:</p> <ul style="list-style-type: none"> identifying where the organisation should be in three to ten years time; and articulating the broad strategy needed to reach this position. <p>Monitors progress in implementing strategy, challenging performance; leading where conflicts of interest occur.</p> <p>Provides corporate governance and assurance for the ICO, setting values and demonstrating integrity.</p> <p>Represents the ICO at the highest level.</p>	<p>Provides leadership and oversight for the ICO including the continuous process of organisational improvement and change; encouraging innovation to enhance capacity to deliver.</p> <p>Has overall responsibility for developing and delivering against the ICO's corporate and business plan.</p>	<p>Provides operational management of the ICO:</p> <ul style="list-style-type: none"> supporting delivery of ICO operational activities coordinating responses to exceptions to planned delivery; and identifying and helping address potential cross cutting problems. 	<p>Manages policy activities by:</p> <ul style="list-style-type: none"> managing development of guidance; coordinating agreement of policy lines; authorising regulatory activity which raises policy or precedent issues; and commissioning and managing policy related research projects.

		Management Board	Executive Team	Operational Management Committee	Policy Committee
Responsibilities	Strategy	Develops strategic direction for the ICO (looking three to ten years in advance).	Leads, develops and articulates strategic direction for the ICO.	Supports and coordinates implementation of operational strategies.	Oversees implementation of policy strategies in support of the ICO's strategic direction.
		Reviews corporate and business plans and budgets to ensure strategic direction is reflected in these plans.	Develops corporate and business plans and budgets.	Reviews and helps develop business unit business plans and budgets, ensuring that operational strategies and dependencies are reflected in the plans.	Reviews and helps develop policy team business plans and budgets, ensuring that policy strategies are reflected in the plans.
		Sets priorities for the ICO.	Sets priorities for the ICO.		
			Directs operational and policy strategies to ensure they fit with the overall strategic direction of the ICO.	Reviews and directs operational strategies.	Reviews and directs policy strategies.
			Evaluates and comments on strategies and their worth.	Evaluates and comments on strategies and their worth.	
	Financial issues	Financial strategy, including reviewing major expenditure three years ahead, contingency planning, and overall staffing levels.	High level financial control and monitoring of ICO expenditure, including decisions on the re-allocation of resources where changes are contentious or will impact on achievement of the Corporate Plan.	Detailed reviewing and agreeing of operational financial and resource issues, with the consent of relevant business unit managers and line managers.	Detailed monitoring of financial and resource issues related to policy.
			Annual budget setting.	The making of recommendations to ET on budget setting and business priorities across business units.	Responsibility for bidding for, and the monitoring of, expenditure on the policy research budget and policy related conferences.

		Management Board	Executive Team	Operational Management Committee	Policy Committee
		Adopts annual accounts.	Development of annual accounts.		
		Agrees large (indicative £100k) expenditure which is contentious or novel.	Agrees allocation of lower expenditure which is contentious or novel or not budgeted for.	Agrees expenditure on cross cutting operational projects, consultants etc.	Agrees expenditure on policy research projects, consultants etc.
	HR issues	Inputs into strategy at a high level.	Agreement of new HR policies.	Helps prioritise work on HR policies.	
			Agreement of pay remit.	Agrees amendments to existing HR policies.	
	IS issues	Inputs into strategy at a high level.	Agreement of IS strategy	Prioritising in year IS projects	
				Development of IS strategy and priorities over three years.	
Communications issues	Inputs into strategy at a high level.	Agreement of Communications and External Relations strategy.	Helps prioritise work on Comms and ER strategies.	Helps prioritise work on Comms and ER strategies.	

		Management Board	Executive Team	Operational Management Committee	Policy Committee
	Performance monitoring	Quarterly review of high level performance and expenditure against plan.	Review of high level performance against plans when serious problems / exceptions are identified.	Reviewing overall performance; identifying variances to plans, coordinating responses and reporting serious problems which impact across business units to ET.	Monitoring the production of guidance.
			Agreement of key performance indicators, unit costs and other performance measures.	Development of new key performance indicators, unit costs and other performance measures.	Monitoring of research projects and conference arrangements.
	Risk management	Quarterly high level review of risk register and mitigation of risks, ensuring that the risk management process works properly.	Identification of corporate risks.	Identification of and mitigation against operating risks.	Identification of and mitigation against policy risks.
			Detailed review of corporate risks and mitigating actions	Detailed review of corporate risks and mitigating actions	Detailed review of corporate risks and mitigating actions
	Corporate governance	Supported by the Audit Committee, provides assurance in respect of the management of the ICO by high level monitoring of: <ul style="list-style-type: none"> the planning process, budget setting and expenditure forecasting risk management, and corporate governance arrangements. 	Development and monitoring corporate governance arrangements. <p>Reviewing corporate governance arrangements annually, including ensuring terms of reference for all corporate governance bodies are reviewed.</p>	Input into corporate governance arrangements.	Input into corporate governance arrangements.

	Management Board	Executive Team	Operational Management Committee	Policy Committee
Composition	<ul style="list-style-type: none"> Information Commissioner (chair) Deputy Commissioners Chief Operating Officer Director of Human Resources Director of Comms and ER Four non-executives 	<ul style="list-style-type: none"> Information Commissioner (chair) Deputy Commissioners Chief Operating Officer Director of Human Resources Director of Comms and ER 	<ul style="list-style-type: none"> Chief Operating Officer (chair) HR Director or Senior HR manager AC Operations AC GPE or AC Fol Policy AC RAD AC DPP or AC DPD. AC Regional Office Head of Finance and Facilities Head of IS Head of Notification Comms Planning Manager or Online and Internal comms Manager <p>Depending on the agenda:</p> <ul style="list-style-type: none"> Head of CST Head of Fol complaints Head of CAD 	<ul style="list-style-type: none"> Deputy Commissioners (rotating chair) AC DP Practice AC DP Development AC RAD AC Fol Policy AC Fol GPE AC Regional Office AC Operations Director of Comms and ER
Quorum	<ul style="list-style-type: none"> Commissioner and one deputy commissioner Two non-executives One other member of the executive. 	<ul style="list-style-type: none"> Commissioner or at least one of his deputies Three other members. 	<ul style="list-style-type: none"> Chief Operating Officer (chair) or HR Director Three other members 	<ul style="list-style-type: none"> Deputy Commissioner Three other members

Audit Committee Terms of Reference

Background

1. The Audit Committee (AC) supports the Information Commissioner and his Management Board (MB) in their responsibilities for issues of risk, control and governance and associated assurance. The Committee is established as a sub-committee of the MB.

Membership

2. Members of the AC are:
 - Non-executive Board members: Bob Chilton and David Clarke
 - Executive Board member: Graham Smith
3. The Audit Committee is chaired by Bob Chilton and the secretariat function is provided by the Corporate Support Unit.

Meetings

4. The AC will meet at least four times a year. The Chair of the Committee may convene additional meetings as he deems necessary.
5. A minimum of two members of the AC will be present for the meeting to be deemed quorate.
6. AC meetings will normally be attended by:
 - The Commissioner
 - The Chief Operating Officer
 - A representative from the Internal Auditors
 - A representative of either the National Audit Office (External Auditors) or their appointed auditors.
7. The AC may ask any other officials from the ICO to attend to assist it with its discussions on any particular matter.
8. The AC may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.
9. The Commissioner (or the MB) may ask the AC to convene further meetings to discuss particular issues on which they want the Committee's advice.

Access

10. The Internal Auditors, the representative of the NAO or of their appointed auditors will have free and confidential access to the Chair of the AC.

Reporting

11. The minutes of the AC will be formally reported to the MB after each meeting.

Responsibilities

12. The AC will advise the MB (or the Commissioner directly if necessary) on:
 - the strategic processes for risk, control and governance and the Statement on Internal Control;
 - the accounting policies, the accounts, and the annual report of the Commissioner, including the process for review of the accounts prior to submission for audit, levels of error identified, and management's letter of representation to the external auditors;
 - the planned activity and results of both internal and external audit including compliance with regulatory requirements;
 - adequacy of management response to issues identified by audit activity, including external audit's management letter;
 - assurances relating to the corporate governance requirements for the Commissioner's Office, proposals for tendering for either internal or external audit services or for purchase of non-audit services from contractors who provide audit services; and
 - the ICO's whistle-blowing policy.

Information requirements

13. For each meeting the AC will be provided with:
 - the ICO's risk register, highlighting any significant changes;
 - a progress report from the internal auditors summarising:
 - work performed (and a comparison with work planned);
 - key issues emerging from internal audit work;
 - management response to audit recommendations;
 - changes to the periodic plan; and
 - any resourcing issues affecting the delivery of internal audit objectives.
 - A progress report from the External Auditors' representative summarising work done and emerging findings.
14. As appropriate the AC will also be provided with:
 - Proposals for the terms of reference of internal audit
 - The Internal Audit Strategy
 - The External Audit Strategy
 - The Head of Internal Audit's Annual Opinion and Report
 - Quality assurance reports on the internal audit function
 - The draft accounts
 - The draft Statement on Internal Control
 - A report on any changes to accounting policies
 - External auditors' management letter
 - A report on any proposals to tender for audit functions
 - A report on co-operation between internal and external audit

Sub-groups

Group	Role
Business Delivery Group	To provide a forum for managers to work with Executive Team to develop a clear, shared vision for the direction, positioning and culture of the ICO.
Business Delivery Group Steering Group	To arrange and design the content of Business Delivery Group away-days and development sessions.
Equality and Diversity Committee (reporting to ET)	Develop and implement appropriate strategies and action plans to ensure that the ICO fulfils its statutory obligations in respect of equality and diversity.
Joint TUS Committee (reporting to ET)	To provide a forum for the conduct of formal discussions between the Commissioner and the Trade Union side. To consider matters within the scope of sections 2 and 3 of the Principle Agreement.
Health and Safety Committee (reporting to OMC)	To assist the Commissioner and his ET in the discharge of his health and safety responsibilities. The Committee shall take all reasonable and practicable steps to maintain a safe and healthy working environment which complies with statutory requirements.
Internal Compliance Board (reporting to Executive Team)	The ICB is an internal consultative and decision-making group. Its purpose is to ensure that the ICO complies with its legal obligations when responding to requests for information under the Data Protection Act, Freedom of Information Act and Environmental Information Regulations.
Security Committee (reporting to Executive Team)	To provide security expertise and strategic direction for the security policy of the ICO.
Staff Events Group	Help the ICO take the opportunities to participate in fundraising, celebration and awareness events as they arise. Ensure that participation is given authority, is appropriate, proportionate and in accordance with ICO values. Ensure that views from all departments are taken into account when planning charity and corporate events.
Remuneration Committee	To consider and advise the Management Board on the ICO's remuneration policies and practices for all staff.

Terms of reference template

[Committee name]

TERMS OF REFERENCE

Purpose

Composition

Quorum

Secretariat

Frequency of meetings

Evaluation

These terms of reference may be amended by the [group] and by [MB/ET/OMC/PC], with any changes agreed by [MB/ET/OMC/PC]. They will be reviewed at least annually.

The group will review its handling of any significant project it undertakes or managers within three months of the end of the project and will report back to [MB/ET/OMC/PC] on lessons learnt.

Administrative arrangements/procedures