

People Committee Terms of Reference

1. Purpose

- 1.1. The People Committee supports the Management Board by independently overseeing the effective mitigation of all people related corporate risks and assuring the Management Board of the effective execution and delivery of their associated strategies and plans.
- 1.2. In relation to people related strategies, risks and opportunities, the People Committee is part of the third line of defence in the ICO's risk management framework.
- 1.3. The Remuneration Advisory Sub-Committee is a sub-committee of the People Committee, responsible for advising the Commissioner on remuneration of individual Executive Team members.

2. Responsibilities

- 2.1. The Committee is responsible for the provision of independent assurance to the Board regarding the management of people related risks. This includes assurance in relation to:
 - the delivery of people related strategies and plans;
 - the over-arching principles and parameters of people performance across the ICO;
 - the organisational structure and culture; and
 - organisational capability, through workforce planning and leadership development; organisational structure and culture; and diversity.

The Committee is also responsible for:

- advising on remuneration and reward, as required and
 - supporting the Senior Independent Director as they support the ICO's sponsoring Department in the recruitment of the Information Commissioner.
- 2.2. The Committee is not directly responsible for any matters in relation to remuneration, reward or objectives for individual members of the

Executive Team . These are in the remit of the Remuneration Advisory Sub-Committee.

- 2.3. The Committee may provide advice on remuneration and reward, but is not responsible for decisions on the ICO's pay structures. This is agreed at Resources Board, and is subject to collective bargaining with the recognised trade unions.
- 2.4. The ICO, and therefore the People Committee, does not have responsibility for the recruitment of the Information Commissioner. This responsibility sits with the ICO's Sponsoring Department. The ICO and the People Committee will provide any assistance required, including support for the Senior Independent Director

3. Authority

- 3.1. The Committee's authority derives from the Management Board.
- 3.2. The Board operates based on collective decision making principles and a 'majority vote' in circumstances where a consensus view cannot be reached.
- 3.3. 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 Committee. Nothing in these terms of reference shall detract from the authority of the Information Commissioner as Accounting Officer and as a Corporation Sole.
- 3.4. The Committee is authorised, where necessary, to obtain any external advice it deems as reasonable. The Committee is also authorised to call any ICO staff to be present at the meeting as required.

4. Links to other bodies

Management Board

- 4.1. After each Committee meeting, the Chair will report to the next meeting of the Management Board to update the Board on any key matters considered by the Committee. Where necessary, matters may be referred directly to Management Board rather than being considered by People Committee.

Remuneration Advisory Sub-Committee (RASC)

- 4.2. For the purposes of the ICO's governance structure, the RASC is a subsidiary of the People Committee. However, the business of the

People Committee and the RASC is entirely separate, in line with the principle that no Executive member will be involved in matters relating to their own pay. No matters will be escalated from RASC to People Committee.

Resources Board

- 4.3. The Resources Board is the Senior Leadership Team (SLT) Board responsible for oversight of the delivery of the People Strategy, Remuneration Strategy, and Workforce Planning Strategy. The People Committee provides assurance to the Board regarding these strategies and the management of people related risks and opportunities. The relevant Director leads on the Resources Board will attend meetings of People Committee as necessary.

Equality, Diversity and Inclusion (EDI) Board

- 4.4. The EDI Board is the SLT Board responsible for oversight of the delivery of the EDI Strategy. The People Committee provides assurance to the Board regarding the EDI strategy and the management of related risks and opportunities. The relevant Director leads on the EDI Board will attend meetings of People Committee as necessary.

5. Chair

- 5.1. A Non-Executive Director will chair of the Committee.
- 5.2. If the Chair deems it necessary, they may appoint a deputy chair of the Committee from amongst the members.

6. Composition

- 6.1. The members of the Committee are:
 - Chair
 - up to three further Non-Executive Directors
- 6.2. Unless there is a clear conflict of interest which would prevent them from attending the meeting, the following people will usually attend all meetings of the Committee:
 - Deputy Chief Executive and Chief Operating Officer (or Executive Director – Strategic Change and Transformation)
 - Director of People Services
 - Director of Corporate Planning, Risk and Governance

- 6.3. The Information Commissioner and Senior Independent Director are invited to attend all meetings of the Committee and may attend if they wish. The Chair may also ask the Commissioner or Senior Independent Director to attend any specific meeting. The Commissioner is required to attend at least one meeting per year.
- 6.4. The Committee may appoint an Independent Member with appropriate experience.
- 6.5. The Committee may invite any other ICO staff or Non-Executive Directors to attend meetings, whether for full meetings or parts of meetings. The Committee may require such staff to attend whenever needed to transact business of the Committee.

7. Quorum

- 7.1. The quorum is two members.

8. Information requirements

- 8.1. The Committee 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:
 - Updates on delivery of the People Strategy, Workforce Planning Strategy and the Equality, Diversity and Inclusion Strategy.
 - Outcomes of any board or skills evaluation exercises.
 - Outcomes of any internal audits related to the Committee's role.
 - Outcomes of staff surveys.
- 8.2. The Committee is authorised to obtain external legal or other professional advice as required. There are no specific limits on cost of this, so long as the Committee is satisfied that the cost is reasonable.

9. Budget

- 9.1. The Committee is not responsible for a specific budget. Where the Committee's actions require a budget, this will be funded from a relevant Directorate budget.

10. Secretariat

- 10.1. Secretariat is provided by the Corporate Governance Team.

11. Frequency of meetings

11.1. The Committee will meet at least three times per year. The Chair may call additional meetings as necessary.

12. Links to other forums

12.1. The Committee's place in the overall governance structure is set out in the diagram below.

